

# **EXHIBIT B**

**GROOM LAW GROUP**

Lonie A. Hassel  
(202) 861-6634  
lah@groom.com

March 29, 2006

**VIA FEDERAL EXPRESS**

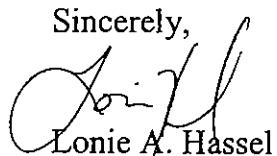
David Sherbin, General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098

Re: Statement for Professional Services Rendered During  
the Period Ending February 28, 2006

Dear Mr. Sherbin:

Enclosed is our statement for professional services rendered to Delphi Corporation ("Delphi") from February 1, 2006 through February 28, 2006. Pursuant to the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals ("Order"), Delphi may pay 80% of the fees (\$45,260.64) and 100% of the expenses (\$276.83) in this monthly statement to which no objection has been served in accordance with paragraph 2(d) of the Order.

I would be happy to discuss any questions you may have about the bill.

Sincerely,  
  
Lonie A. Hassel

Enclosures

cc: John Wm. Butler, Jr., Esq.  
Alicia M. Leonhard, Esq.  
Robert J. Rosenberg, Esq.  
Marissa Wesley, Esq.  
Marlane Melican, Esq.

**GROOM LAW GROUP, CHARTERED**  
1701 Pennsylvania Ave., N.W. • Washington, D.C. 20006-5811  
202-857-0620 • Fax: 202-659-4503 • [www.groom.com](http://www.groom.com)

**GROOM LAW GROUP, CHARTERED**

1701 Pennsylvania Avenue, N.W.  
Suite 1200  
Washington, D.C. 20006-5811  
FEI #52-1219029

March 13, 2006

Bill Number 10029490  
File Number 013580

DELPHI CORPORATION  
David Sherbin  
General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098

Professional services rendered for the period ending February 28, 2006.

DEBTOR REPRESENTATION	\$ 59,339.50
Less 10 Percent	\$ -5,933.95
BANKRUPTCY ADMINISTRATION	\$ 3,522.50
Less 10 Percent	\$ -352.25
 Total Fees	 \$ 56,575.80
 DEBTOR REPRESENTATION	 \$ 265.28
BANKRUPTCY ADMINISTRATION	\$ 11.55
 Total Disbursements	 <u>\$ 276.83</u>
 Total	 <u>\$ 56,852.63</u>

Payment may be made by wire transfer or ACH to:  Groom Law Group, Chartered PNC Financial Services Group, Inc. Washington, D.C. 20006 ABA Transit Number 054000030 (ACH) ABA Transit Number 031000053 (WIRE) Account Number 5300759951	Remittance address:  Groom Law Group, Chartered Department # 0589 Washington, DC 20073-0589
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1701 Pennsylvania Avenue, N.W.

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FEI #52-1219029

March 13, 2006

Bill Number 10029490

File Number 013580

**DELPHI CORPORATION**

David Sherbin  
General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098

**FOR PROFESSIONAL SERVICES**

Re: DEBTOR REPRESENTATION

File Number 013580-00004

Through February 28, 2006

02/01/06	GMF	Review 412(d) options.	0.50 Hrs
02/01/06	GMF	Conference call with client regarding funding options.	0.50 Hrs
02/01/06	GMF	Research and review pending legislation.	0.30 Hrs
02/01/06	LAH	Revise waiver tables and e-mail to F. Kuplicki regarding same.	0.30 Hrs
02/01/06	TSG	Telephone calls with actuary client regarding plan contributions.	1.00 Hrs
02/01/06	LAH	Research regarding waiver issues for conference call.	0.50 Hrs
02/01/06	LAH	Telephone call with D. Wohleen et al. regarding funding options.	1.70 Hrs
02/01/06	LAH	Follow-up research from conference call regarding legislation, other options.	0.70 Hrs
02/01/06	LAH	Telephone call with F. Kuplicki regarding options telephone call, COBRA issues.	0.30 Hrs
02/01/06	LAH	Review and revise COBRA slides.	0.30 Hrs
02/01/06	TSG	Conference with LAH regarding PBGC work-out authority.	0.20 Hrs
02/01/06	WME	Telephone call to K. Cobb re: pension freeze.	0.30 Hrs
02/01/06	WME	Review and revise Q&As regarding pension freeze.	2.70 Hrs
02/01/06	BLW	Analyze legislation provisions on PBGC restructuring.	0.50 Hrs
02/02/06	GMF	Review Senate bill language and options regarding same.	0.60 Hrs
02/02/06	LAH	Draft options outline.	0.50 Hrs
02/02/06	LAH	Draft declarations for 1113/1114 motion.	2.00 Hrs
02/02/06	LAH	Analyze bill provision regarding PBGC and chart from K. Cobb regarding same.	1.00 Hrs
02/02/06	TSG	Review PSTA issue with LAH.	0.20 Hrs
02/02/06	WME	Review law re: plan amendment issues.	8.00 Hrs
02/02/06	BLW	Conversation with LAH re: status of pension conference, PBGC workout program.	0.30 Hrs
02/03/06	LAH	Draft options memorandum regarding pension plans.	1.00 Hrs
02/03/06	LAH	Telephone call with K. Cobb et al. regarding legislation.	1.00 Hrs
02/05/06	TSG	Conference call regarding 1113 brief.	2.50 Hrs
02/06/06	LTM	Analyze plan amendment issues.	0.20 Hrs
02/06/06	LAH	Telephone calls and e-mail from and to K. Williams regarding conference call on benefit figures.	0.30 Hrs
02/06/06	LAH	Telephone call with F. Kuplicki regarding conference call on benefit figures.	0.10 Hrs

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## DELPHI CORPORATION

02/06/06	LAH	Review spreadsheet regarding benefit figures for conference call.	0.20 Hrs
02/06/06	LAH	Telephone call with actuary, client, other representatives regarding declarations for 1113/1114 motion.	1.70 Hrs
02/06/06	LAH	Follow-up telephone call with F. Kuplicki regarding actuaries' declarations.	0.20 Hrs
02/07/06	LAH	Research regarding plan amendment issue.	0.50 Hrs
02/07/06	LAH	Prepare for and telephone call with K. Cobb et al. regarding plan amendment issue.	1.00 Hrs
02/07/06	WME	Analyze plan amendment issues.	2.00 Hrs
02/08/06	LAH	Research and draft options memorandum regarding pension plans.	1.00 Hrs
02/08/06	LAH	Telephone call with K. Cobb et al. regarding plan amendment issue.	0.50 Hrs
02/08/06	LAH	Telephone call with A. Pasricha et al. regarding benefits proposal.	0.70 Hrs
02/08/06	LAH	Draft outline regarding 414(l) requirements.	0.50 Hrs
02/08/06	WME	Email to K. Cobb re: plan amendment issues.	1.50 Hrs
02/08/06	WME	Analyze plan amendment issues.	1.50 Hrs
02/08/06	WME	Conversations with IRS officials re: plan amendment issues.	0.50 Hrs
02/09/06	LAH	Review material for telephone call regarding benefit figures.	0.30 Hrs
02/09/06	LAH	Conference call with K. Williams et al. regarding benefit figures.	1.00 Hrs
02/09/06	LAH	Final review, sign and arrange for filing PBGC Form 10.	0.30 Hrs
02/09/06	LAH	Draft memorandum regarding funding options.	2.30 Hrs
02/09/06	WME	Email to K. Cobb re: benefit protection issues.	1.00 Hrs
02/10/06	LAH	Revise options memorandum regarding contributions.	2.50 Hrs
02/10/06	LAH	Review and revise 1113/1114 draft brief.	2.00 Hrs
02/10/06	LAH	Telephone call with F. Kuplicki regarding contribution issues.	0.20 Hrs
02/10/06	LAH	Analyze actuarial information.	0.50 Hrs
02/10/06	LAH	Revise actuaries' declarations.	1.80 Hrs
02/10/06	TSG	Review and revise options memorandum.	0.50 Hrs
02/10/06	BLW	Review and comment on draft memo on pension plan contributions options.	0.30 Hrs
02/13/06	LAH	Revise actuaries' declarations for 1113/1114 brief.	3.00 Hrs
02/13/06	LAH	Telephone call with F. Kuplicki et al. regarding actuaries' declarations for 1113/1114 brief.	0.80 Hrs
02/13/06	LAH	Telephone call with J. Sheehan, F. Kuplicki et al. regarding OPEB issues.	0.50 Hrs
02/13/06	LAH	Telephone call with T. Jerman, et al. regarding pension liability information for 1113/1114 brief.	0.50 Hrs
02/13/06	LAH	E-mails from and to O'Melveny counsel regarding declarations for 1113/1114 brief.	0.20 Hrs
02/13/06	LAH	Analyze actuarial information (including telephone call with actuary) regarding document request.	0.50 Hrs
02/13/06	LAH	Research regarding funding information for actuaries' declarations.	0.50 Hrs
02/14/06	LAH	Review actuaries' report.	0.50 Hrs
02/14/06	LAH	Review and revise actuaries' declarations.	1.50 Hrs
02/14/06	WME	Review and provide comments to K. Cobb re: early retirement benefits.	1.00 Hrs
02/15/06	GMF	Review 1113 issues.	0.20 Hrs

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02/15/06	LAH	Telephone calls with K. Williams et al. regarding actuaries' declarations.	0.50 Hrs
02/15/06	LAH	Telephone call with F. Kuplicki regarding revisions to 1113/1114 brief.	0.50 Hrs
02/15/06	LAH	Review and revise 1113/1114 brief.	3.00 Hrs
02/15/06	LAH	Review and revise actuaries' declarations.	3.80 Hrs
02/15/06	LAH	Analyze actuarial information for declarations.	1.00 Hrs
02/16/06	LAH	Telephone call with F. Kuplicki, K. Williams, S. Dameron-Clark regarding declarations.	0.90 Hrs
02/16/06	LAH	Revise actuaries' declarations.	2.00 Hrs
02/16/06	LAH	Review and revise 1113/1114 brief and motion.	2.00 Hrs
02/16/06	LAH	Telephone call with F. Kuplicki, B. Sax regarding next steps.	0.30 Hrs
02/16/06	LAH	Telephone call with J. Kastin regarding changes to 1113/1114 brief.	0.30 Hrs
02/17/06	GMF	Research and review termination issue.	0.10 Hrs
02/17/06	LAH	Telephone call with F. Kuplicki, FTI representatives regarding treatment of benefit claims in bankruptcy.	0.50 Hrs
02/20/06	LAH	Labor strategy telephone call regarding 1113/1114 issues.	2.30 Hrs
02/22/06	LAH	Telephone call with Skadden, O'Melveny counsel regarding 1113/1114 scheduling.	0.50 Hrs
02/22/06	LAH	Telephone call with FTI regarding pension plan claims.	1.30 Hrs
02/22/06	LAH	Research regarding contribution credit issue.	1.00 Hrs
02/22/06	LAH	Telephone call with F. Kuplicki regarding contribution issue.	0.30 Hrs
02/22/06	LAH	Review and revise note regarding contribution issue.	0.70 Hrs
02/22/06	LAH	Draft note to F. Kuplicki regarding PBGC premium change.	0.30 Hrs
02/22/06	TSG	Analyze contribution issues.	0.40 Hrs
02/23/06	GMF	Research funding allocation issue.	0.50 Hrs
02/23/06	LAH	Two telephone calls with client, advisors regarding contribution issues.	1.50 Hrs
02/23/06	LAH	Telephone call with F. Kuplicki regarding contribution issues.	0.30 Hrs
02/23/06	LAH	Research regarding contribution issues.	2.50 Hrs
02/23/06	LAH	Outline contribution issues.	1.20 Hrs
02/23/06	LAH	Telephone calls and e-mails to and from co-counsel regarding 1113/1114 brief.	0.30 Hrs
02/23/06	WME	Telephone calls with K. Cobb, others re: funding contributions.	1.50 Hrs
02/23/06	WME	Discuss funding issues with LAH.	0.50 Hrs
02/23/06	WME	Research and analyze funding issues.	3.00 Hrs
02/24/06	LAH	Telephone calls with F. Kuplicki regarding retiree health issue.	0.30 Hrs
02/24/06	LAH	Research regarding retiree health issue.	0.40 Hrs
02/24/06	LAH	Review 1113/1114 materials.	1.00 Hrs
02/24/06	LAH	Draft memorandum regarding contribution issue.	0.50 Hrs
02/24/06	CLK	Analyze retiree health benefit issue.	0.30 Hrs
02/24/06	LCG	Research re: PBGC amendment procedure.	0.50 Hrs
02/27/06	LAH	Revise memorandum regarding contribution issue.	1.30 Hrs
02/27/06	LAH	Review and revise 1113/1114 brief and issues.	4.00 Hrs
02/28/06	LAH	Revise memorandum regarding contribution issues.	1.00 Hrs
02/28/06	LAH	Research regarding contribution issues.	1.50 Hrs

\$ 59,339.50

GARY M. FORD - Principal	2.70 Hrs	735/hr	\$ 1,984.50
LOUIS T. MAZAWEY - Principal	0.20 Hrs	665/hr	\$ 133.00

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**DELPHI CORPORATION**

THOMAS S. GIGOT - Principal	4.80 Hrs	565/hr	\$ 2,712.00
LONIE A. HASSEL - Principal	71.90 Hrs	565/hr	\$ 40,623.50
WILLIAM M. EVANS - Principal	23.50 Hrs	550/hr	\$ 12,925.00
BRIGEN L. WINTERS - Principal	1.10 Hrs	530/hr	\$ 583.00
CHRISTINE L. KELLER - Principal	0.30 Hrs	495/hr	\$ 148.50
LARS C. GOLUMBIC - Associate	0.50 Hrs	460/hr	\$ 230.00
	105.00 Hrs		\$ 59,339.50

**DISBURSEMENTS**

Through February 28, 2006

Duplication Services	\$ 84.30
Postage	\$ 1.83
Research Services	\$ 81.23
Shipping	\$ 83.84
Sprint Telecom	\$ 14.08

TOTAL DISBURSEMENTS THIS MATTER \$ 265.28

Re: BANKRUPTCY ADMINISTRATION

File Number 013580-00005

Through February 28, 2006

02/07/06	SAH	Review issues relating to fee application.	0.20 Hrs
02/09/06	SAH	Research regarding requirements for quarterly fee application.	0.40 Hrs
02/20/06	SAH	Review and revise January bill, correspondence and summary description for compliance with Bankruptcy Order.	1.80 Hrs
02/21/06	SAH	Revise billing records for consistency with Bankruptcy Court orders.	0.30 Hrs
02/24/06	SAH	Review and revise January bill and summary of same.	0.40 Hrs
02/24/06	JJS	Prepare January fee charts.	1.50 Hrs
02/27/06	SAH	Research regarding court requirements for quarterly fee application.	1.50 Hrs
02/28/06	SAH	Prepare Motion in Support of First Interim Fee Application.	2.70 Hrs
02/28/06	JJS	Prepare fee and payment charts for the first fee application.	1.90 Hrs
			\$ 3,522.50

SARAH A. HUCK - Associate	7.30 Hrs	415/hr	\$ 3,029.50
JACQUELINE J. SHARKEY - Accountant	3.40 Hrs	145/hr	\$ 493.00
	10.70 Hrs		\$ 3,522.50

**DISBURSEMENTS**

Through February 28, 2006

**GROOM LAW GROUP, CHARTERED**

1701 Pennsylvania Avenue, N.W.

Suite 1200

Washington, D.C. 20006

FEI #52-1219029

DELPHI CORPORATION

Duplication Services	\$ 11.55
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TOTAL DISBURSEMENTS THIS MATTER	\$ 11.55
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FEES DISCOUNTED UNDER BILLING ARRANGEMENT	TOTAL FEES	\$ 62,862.00
	TOTAL DISBURSEMENTS	\$ - 6,286.20
	TOTAL DUE THIS STATEMENT	\$ 276.83
		<u>\$ 56,852.63</u>

PREVIOUS BILLS OUTSTANDING

10027562	11/10/05	5,360.31
10028076	12/09/05	10,497.06
10028570	01/11/06	2,866.95
10029062	02/13/06	34,152.55
<hr/> TOTAL A/R		\$ 52,876.87

TOTAL DUE	<u>\$ 109,729.50</u>
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GROOM LAW GROUP, CHARTERED  
1701 Pennsylvania Avenue N.W.  
Washington, DC 20006  
Telephone: (202) 857-0620  
Facsimile: (202) 659-4503  
Special Employee Benefits Counsel for Debtors

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
:  
In re: :  
: Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: Jointly Administered  
Debtors. :  
:  
----- X

**SUMMARY OF PROFESSIONAL SERVICES RENDERED AND  
DISBURSEMENTS INCURRED BY GROOM LAW GROUP, CHARTERED,  
SPECIAL EMPLOYEE BENEFITS COUNSEL FOR THE DEBTORS, FOR THE  
PERIOD FROM FEBRUARY 1, 2006 THROUGH FEBRUARY 28, 2006**

By Order dated November 4, 2005, the Bankruptcy Court authorized the employment and retention of Groom Law Group, Chartered ("Groom") as special employee benefits counsel to Debtors in the above-captioned action. Pursuant to that Order and in accordance with the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members in the above-captioned action, Groom hereby provides certain summary information regarding the professional services provided to Debtors by Groom for the period February 1,

2006 through and including February 28, 2006 (the "Compensation Period"). Additional detailed information regarding the professional services rendered and disbursements incurred is contained in the attached fee statements for the Compensation Period.

**BRIEF DESCRIPTION OF PROFESSIONAL SERVICES RENDERED**

The following is a summary of the professional services rendered by Groom during the Compensation Period. This summary is organized in accordance with Groom's internal system of project or work codes.

- **0004 – Debtor Representation:** During the Compensation Period, Groom provided Debtors with analysis and advice regarding issues related to proposed pension legislation, plan contributions, plan amendment, and 1113/1114 briefing.
- **0005 – Bankruptcy Administration:** During the Compensation Period, Groom professionals ensured compliance with the Bankruptcy Court's rules, orders and procedures, as well as applicable sections of the Bankruptcy Code and applicable Bankruptcy Rules, in conjunction with its retention as special employee benefits counsel to Debtors.

SERVICES RENDERED BY GROOM LAW GROUP, CHARTERED  
 COMMENCING FEBRUARY 1, 2006 THROUGH FEBRUARY 28, 2006

NAME	YEAR OF ADMISSION	RATE	TIME HOURS	AMOUNT
<b>PARTNERS</b>				
Gary M. Ford	1977	\$735	2.70	1,984.50
Louis T. Mazawey	1975	\$665	.20	133.00
Lonie A. Hassel	1980	\$565	71.90	40,623.50
Thomas S. Gigot	1984	\$565	4.80	2,712.00
William M. Evans	1986	\$550	23.50	12,925.00
Brigen L. Winters	1994	\$530	1.10	583.00
Christine L. Keller	1996	\$495	.30	148.50
		<b>TOTAL PARTNERS</b>	<b>104.50</b>	<b>\$59,109.50</b>
<b>ASSOCIATES</b>				
Lars C. Golumbic	1998	\$460	.50	230.00
Sarah A. Huck	2000	\$415	7.30	3,029.50
		<b>TOTAL ASSOCIATES</b>	<b>7.80</b>	<b>\$3,259.50</b>
<b>PARAPROFESSIONALS</b>				
Jacqueline J. Sharkey	N/A	\$145	3.40	493.00
		<b>TOTAL PARA- PROFESSIONALS</b>	<b>3.40</b>	<b>\$ 493.00</b>
		<b>TOTAL</b>	<b>115.70</b>	<b>\$62,862.00</b>
<b>TOTAL FEES AFTER 10% DISCOUNT</b>				<b>\$56,575.80</b>
<b>80% OF FEES AFTER DISCOUNT</b>				<b>\$45,260.64</b>

ACTUAL AND NECESSARY DISBURSEMENTS INCURRED BY  
GROOM LAW GROUP, CHARTERED  
COMMENCING FEBRUARY 1, 2006 THROUGH FEBRUARY 28, 2006

DISBURSEMENTS	AMOUNT
DUPLICATION	95.85
SHIPPING	83.84
RESEARCH SERVICES	81.23
TELEPHONE (SPRINT TELECOM)	14.08
POSTAGE	1.83
<b>TOTAL</b>	<b>\$ 276.83</b>

SUMMARY OF SERVICES BY MATTER CODE  
FOR SERVICES RENDERED COMMENCING FEBRUARY 1, 2006 THROUGH  
FEBRUARY 28, 2006

MATTER CODE	DESCRIPTION	HOURS	AMOUNT	AMOUNT LESS 10% DISCOUNT
00004	Debtor Representation	105.00	59,339.50	53,405.55
00005	Bankruptcy Administration	10.70	3,522.50	3,170.25
<b>TOTAL</b>		<b>115.70</b>	<b>\$62,862.00</b>	<b>\$56,575.80</b>

Dated: March 29, 2006

Washington, D.C.

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Lonie A. Hassel  
GROOM LAW GROUP, CHARTERED  
1701 Pennsylvania Avenue N.W.  
Washington, DC 20006  
Telephone: (202) 857-0620  
Facsimile: (202) 659-4503  
Special Employee Benefits Counsel for  
Debtors

# GROOM LAW GROUP

Lonie A. Hassel  
(202) 861-6634  
lah@groom.com

April 27, 2006

**VIA FEDERAL EXPRESS**

David Sherbin, General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098

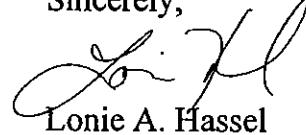
Re: Statement for Professional Services Rendered During  
the Period Ending February 28, 2006

Dear Mr. Sherbin:

Enclosed is our statement for professional services rendered to Delphi Corporation (“Delphi”) from February 1, 2006 through February 28, 2006. Pursuant to the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (“Order”), Delphi may pay 80% of the fees (\$58,779.72) and 100% of the expenses (\$2,295.15) in this monthly statement to which no objection has been served in accordance with paragraph 2(d) of the Order.

I would be happy to discuss any questions you may have about the bill.

Sincerely,



Lonie A. Hassel

Enclosures

cc: John Wm. Butler, Jr., Esq.  
Alicia M. Leonhard, Esq.  
Robert J. Rosenberg, Esq.  
Marissa Wesley, Esq.  
Marlane Melican, Esq.

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Special Employee Benefits Counsel for Debtors

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
In re: :  
: Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: Jointly Administered  
Debtors. :  
----- x

**SUMMARY OF PROFESSIONAL SERVICES RENDERED AND  
DISBURSEMENTS INCURRED BY GROOM LAW GROUP, CHARTERED,  
SPECIAL EMPLOYEE BENEFITS COUNSEL FOR THE DEBTORS, FOR THE  
PERIOD FROM MARCH 1, 2006 THROUGH MARCH 31, 2006**

By Order dated November 4, 2005, the Bankruptcy Court authorized the employment and retention of Groom Law Group, Chartered ("Groom") as special employee benefits counsel to Debtors in the above-captioned action. Pursuant to that Order and in accordance with the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members in the above-captioned action, Groom hereby provides certain summary information regarding the professional services provided to Debtors by Groom for the period March 1, 2006

through and including March 31, 2006 (the "Compensation Period"). Additional detailed information regarding the professional services rendered and disbursements incurred is contained in the attached fee statements for the Compensation Period.

**BRIEF DESCRIPTION OF PROFESSIONAL SERVICES RENDERED**

The following is a summary of the professional services rendered by Groom during the Compensation Period. This summary is organized in accordance with Groom's internal system of project or work codes.

- **0004 – Debtor Representation:** During the Compensation Period, Groom provided Debtors with analysis and advice regarding plan contributions, plan benefits, plan distributions, PBGC liens, plan attrition, and the 1113/1114 motion, among other issues.
- **0005 – Bankruptcy Administration:** During the Compensation Period, Groom professionals ensured compliance with the Bankruptcy Court's rules, orders and procedures, as well as applicable sections of the Bankruptcy Code and applicable Bankruptcy Rules, in conjunction with its retention as special employee benefits counsel to Debtors.

**SERVICES RENDERED BY GROOM LAW GROUP, CHARTERED  
COMMENCING MARCH 1, 2006 THROUGH MARCH 31, 2006**

RANK	NAME ADDRESS	RANK	FIGURES	AMOUNT
<b>PARTNERS</b>				
	Gary M. Ford	1977	\$735	.70 514.50
	Louis T. Mazawey	1975	\$665	.70 465.50
	Jon W. Breyfogle	1995	\$635	.50 317.50
	Lonie A. Hassel	1980	\$565	95.60 54,014.00
	Thomas S. Gigot	1984	\$565	2.40 1,356.00
	William M. Evans	1986	\$550	16.10 8,855.00
	Elizabeth T. Dold	1994	\$495	12.20 6,039.00
	Christine L. Keller	1996	\$495	.50 247.50
	<b>TOTAL PARTNERS</b>		<b>128.70</b>	<b>\$71,809.00</b>

<u>ASSOCIATES</u>				
Christy A. Tinnes	1998	\$460	1.00	460.00
Ellen M. Goodwin	1999	\$460	.30	138.00
Sarah A. Huck	2000	\$415	17.30	7,179.50
Christina M. Crockett	2004	\$285	7.20	2,052.00
		<b>TOTAL ASSOCIATES</b>	<b>25.80</b>	<b>\$9,829.50</b>
		<b>TOTAL</b>	<b>154.50</b>	<b>\$81,638.50</b>
<b>TOTAL FEES AFTER 10% DISCOUNT</b>				<b>\$73,474.65</b>
<b>80% OF FEES AFTER DISCOUNT</b>				<b>\$58,779.72</b>

ACTUAL AND NECESSARY DISBURSEMENTS INCURRED BY  
GROOM LAW GROUP, CHARTERED  
COMMENCING MARCH 1, 2006 THROUGH MARCH 31, 2006

DISBURSEMENTS	AMOUNT
DUPLICATION	53.85
SHIPPING	93.28
RESEARCH SERVICES	168.98
TELEPHONE (SPRINT TELECOM)	29.04
QUALIFIED PLANS	1,950.00
<b>TOTAL</b>	<b>\$2,295.15</b>

**SUMMARY OF SERVICES BY MATTER CODE**  
**FOR SERVICES RENDERED COMMENCING MARCH 1, 2006 THROUGH MARCH 31,**  
**2006**

MATTER CODE	DESCRIPTION	HOURS	AMOUNT	AMOUNT LESS 10% DISCOUNT
00004	Debtor Representation	136.20	73,894.00	66,504.60
00005	Bankruptcy Administration	18.30	7,744.50	6,970.05
<b>TOTAL</b>		<b>154.50</b>	<b>\$81,638.50</b>	<b>\$73,474.65</b>

**GROOM LAW GROUP, CHARTERED**  
1701 Pennsylvania Avenue, N.W.  
Suite 1200  
Washington, D.C. 20006-5811  
FEI #52-1219029

April 25, 2006

Bill Number 10029913  
File Number 013580

DELPHI CORPORATION  
David Sherbin  
General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098

Professional services rendered for the period ending March 31, 2006.

DEBTOR REPRESENTATION	\$ 73,894.00
Less 10 Percent	\$ -7,389.40
BANKRUPTCY ADMINISTRATION	\$ 7,744.50
Less 10 Percent	\$ -774.45
Total Fees	\$ 73,474.65
DEBTOR REPRESENTATION	\$ 323.10
BANKRUPTCY ADMINISTRATION	\$ 22.05
QUALIFIED PLANS	\$ 1,950.00
Total Disbursements	<u>\$ 2,295.15</u>
Total	<u>\$ 75,769.80</u>

Payment may be made by wire transfer or ACH to:  Groom Law Group, Chartered PNC Financial Services Group, Inc. Washington, D.C. 20006 ABA Transit Number 054000030 (ACH) ABA Transit Number 031000053 (WIRE) Account Number 5300759951	Remittance address:  Groom Law Group, Chartered Department # 0589 Washington, DC 20073-0589
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1701 Pennsylvania Avenue, N.W.

Suite 1200

Washington, D.C. 20006

FEI #52-1219029

April 25, 2006

Bill Number 10029913  
File Number 013580

DELPHI CORPORATION  
David Sherbin  
General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098

FOR PROFESSIONAL SERVICES

Re: DEBTOR REPRESENTATION

File Number 013580-00004

Through March 31, 2006

03/01/06	GMF	Research and review contribution issue.	0.20 Hrs
03/01/06	LAH	Research regarding contribution issue.	1.00 Hrs
03/01/06	LAH	Telephone call with K. Cobb et al. regarding contribution issue.	1.00 Hrs
03/01/06	TSG	Conference with LAH regarding contribution issue.	0.30 Hrs
03/01/06	WME	Analyze Delphi funding issues.	2.00 Hrs
03/02/06	LAH	Telephone call with F. Kuplicki regarding PHI issues.	1.00 Hrs
03/02/06	LAH	Meet with T. Jerman et al. regarding 1113/1114 issues.	3.30 Hrs
03/02/06	CAT	Conference call with LAH and F. Kuplicki about HIPAA privacy questions.	0.50 Hrs
03/03/06	LAH	Join telephone call with F. Kuplicki et al. regarding GM proposal.	1.00 Hrs
03/04/06	LAH	Telephone call with WME, F. Kuplicki regarding plan benefit issues.	1.00 Hrs
03/04/06	LAH	Telephone call with F. Kuplicki regarding plan benefit issues.	0.30 Hrs
03/04/06	WME	Telephone call with F. Kuplicki re: post-filing benefit increases.	0.80 Hrs
03/06/06	LAH	Participate in labor strategy telephone call.	2.20 Hrs
03/06/06	LAH	Research regarding vesting issue.	0.50 Hrs
03/06/06	LAH	Telephone call with F. Kuplicki regarding Labor Strategy Meeting issues.	0.30 Hrs
03/06/06	LAH	Review and anaylze expert report regarding benefit valuation.	1.30 Hrs
03/07/06	LAH	Review DIP financing document regarding PBGC liens.	0.30 Hrs
03/07/06	LAH	Telephone call with F. Kuplicki et al. regarding PBGC liens.	0.70 Hrs
03/07/06	LAH	Analyze Hay expert report.	0.50 Hrs
03/07/06	LAH	Review and revise chart regarding contribution issue.	0.70 Hrs
03/09/06	LAH	Review and revise actuaries' declarations and conform 1113/1114 motion.	4.20 Hrs
03/09/06	LAH	Telephone call with F. Kuplicki regarding COBRA, HIPAA, PBGC issues.	0.20 Hrs
03/09/06	LAH	Discuss HIPAA issues with CAT.	0.20 Hrs
03/09/06	LAH	E-mails to and from O'Melveny counsel regarding 1113/1114 brief and declarations.	0.10 Hrs
03/09/06	CAT	Meet with LAH about HIPAA privacy question related to claims.	0.20 Hrs
03/10/06	LAH	Review and comment on actuary's rebuttal report for Appaloosa	1.00 Hrs

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		matter.	
03/10/06	LAH	Telephone call with F. Kupicki regarding Hay expert report, contribution issues.	0.30 Hrs
03/10/06	LAH	Revise chart regarding contribution issues.	0.30 Hrs
03/10/06	LAH	Research and draft memorandum regarding Hay expert report issues.	2.90 Hrs
03/10/06	CAT	Review and draft e-mail discussing HIPAA enforcement regulations.	0.30 Hrs
03/11/06	LAH	Analyze revised expert report of Hay Group.	0.70 Hrs
03/11/06	LAH	Draft comments regarding revised Hay Group expert report.	0.50 Hrs
03/12/06	LAH	Review revised 1113/1114 brief.	0.80 Hrs
03/12/06	LAH	Telephone call with drafting team regarding 1113/1114 brief.	1.00 Hrs
03/13/06	LAH	Telephone call with client, advisors regarding union issues.	2.00 Hrs
03/13/06	LAH	Telephone call with F. Kuplicki regarding comments on term sheet.	0.20 Hrs
03/13/06	LAH	Review and revise chart regarding contribution issue.	0.30 Hrs
03/13/06	LAH	Revise benefit figures in 1113/1114 brief.	0.50 Hrs
03/13/06	WME	Analyze in-service distribution issues, including conference with K. Cobb.	3.00 Hrs
03/13/06	ETD	Review misclassification issues.	1.30 Hrs
03/14/06	LAH	Telephone calls from and to K. Marafioti regarding PBGC lien filings.	0.30 Hrs
03/14/06	LAH	Telephone call to K. Morris regarding PBGC lien filings.	0.10 Hrs
03/14/06	LAH	Research regarding PBGC lien filings.	0.30 Hrs
03/14/06	LAH	Review e-mail from F. Kuplicki regarding contribution issue.	0.10 Hrs
03/14/06	ETD	Draft reclassification memo.	3.80 Hrs
03/15/06	LAH	E-mails to and from F. Kuplicki et al. regarding PBGC lien.	0.50 Hrs
03/15/06	LAH	Telephone call with R. Landy regarding PBGC lien filings.	0.30 Hrs
03/15/06	LAH	Research regarding PBGC lien filings.	2.20 Hrs
03/15/06	ETD	Draft memo re: misclassification.	0.50 Hrs
03/16/06	LAH	Review and respond to e-mails from F. Kuplicki regarding information requests.	0.50 Hrs
03/16/06	LAH	Labor strategy group telephone call.	0.80 Hrs
03/16/06	LAH	Review and analyze terms of attrition proposal.	1.00 Hrs
03/16/06	LAH	Telephone call with F. Kuplicki regarding attrition proposal issues.	1.00 Hrs
03/16/06	WME	Prepare memo re: attrition program issue.	1.00 Hrs
03/16/06	ETD	Draft memo re: reclassification.	1.50 Hrs
03/17/06	LTM	Analyze subsidized benefit issue.	0.50 Hrs
03/17/06	LAH	E-mails from and to K. Cobb regarding PBGC lien.	0.20 Hrs
03/17/06	LAH	Telephone call with K. Cobb et al. regarding PBGC lien.	0.20 Hrs
03/17/06	LAH	Review revised attrition proposal.	0.70 Hrs
03/17/06	LAH	Telephone calls with F. Kuplicki, B. Sax, et al. regarding attrition proposal.	0.80 Hrs
03/17/06	LAH	Review and revise motion regarding attrition proposal.	2.00 Hrs
03/17/06	LAH	Telephone calls with R. Meisler et al. regarding motion regarding attrition proposal.	0.50 Hrs
03/17/06	LAH	Analyze retiree health benefit coverage issue.	0.30 Hrs
03/17/06	LAH	Research regarding attrition proposal issues.	0.30 Hrs
03/17/06	TSG	Review and revise attrition program motion.	0.60 Hrs
03/17/06	TSG	Analyze attrition programs.	0.40 Hrs
03/17/06	WME	Prepare memo re: attrition program issue.	4.00 Hrs

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03/17/06	ETD	Draft memo re: misclassification.	2.50 Hrs
03/18/06	LAH	Telephone call with F. Kuplicki regarding attrition program issues.	0.50 Hrs
03/18/06	LAH	Review and revise motion regarding attrition program.	1.00 Hrs
03/19/06	LAH	Analyze and revise attrition program term sheet.	1.50 Hrs
03/19/06	LAH	Review and revise 1113/1114 motion and actuary declarations.	0.80 Hrs
03/19/06	LAH	Telephone call with Delphi representatives regarding attrition program provisions.	0.50 Hrs
03/20/06	GMF	Review attrition program.	0.50 Hrs
03/20/06	LTM	Conversation with LAH re: attrition program issue.	0.20 Hrs
03/20/06	LAH	Analyze term sheet proposal.	2.00 Hrs
03/20/06	TSG	Conference with LAH regarding attrition program.	0.50 Hrs
03/20/06	LAH	Discuss attrition program issues with GMF, TSG.	0.50 Hrs
03/20/06	LAH	Review and revise attrition program motion.	2.00 Hrs
03/20/06	LAH	Telephone calls with K. Williams regarding attrition program motion.	0.30 Hrs
03/20/06	LAH	Telephone calls with F. Kuplicki regarding attrition program terms, motion.	0.50 Hrs
03/20/06	LAH	Review and revise term sheet provision regarding funding.	0.80 Hrs
03/20/06	LAH	Review and revise pro-hac motion.	0.60 Hrs
03/20/06	WME	Revise memo re: attrition program issue and email same to K. Cobb.	0.70 Hrs
03/20/06	WME	Telephone call from K. Cobb re: application of employee rule.	0.30 Hrs
03/20/06	ETD	Review employee issues.	0.50 Hrs
03/21/06	LAH	Review and revise 1113/1114 memorandum.	2.00 Hrs
03/21/06	LAH	Review and revise motion regarding attrition program.	1.00 Hrs
03/21/06	LAH	Telephone call with F. Kuplicki regarding attrition program.	0.20 Hrs
03/21/06	WME	Analyze in-service distribution issue.	1.00 Hrs
03/21/06	ETD	Research regarding 414(n) issues.	1.30 Hrs
03/22/06	LAH	Telephone calls from and to C. Thrower regarding plan actuarial issues.	0.30 Hrs
03/22/06	LAH	Telephone call with F. Kuplicki regarding attrition program.	0.20 Hrs
03/22/06	LAH	Review materials for COBRA telephone call with client.	0.30 Hrs
03/22/06	LAH	Research regarding reportable event issue.	0.70 Hrs
03/22/06	LAH	COBRA telephone call with client.	1.00 Hrs
03/22/06	ETD	Review employee issues.	0.80 Hrs
03/23/06	LAH	Telephone calls with F. Kuplicki et al. regarding PBGC discussion.	1.00 Hrs
03/23/06	LAH	Review e-mails from J. Sheehan, F. Kuplicki regarding PBGC discussion.	0.30 Hrs
03/23/06	LAH	Telephone call with 1113/1114 drafting group regarding document revisions.	1.30 Hrs
03/23/06	LAH	Telephone calls with F. Kuplicki, S. Dameron-Clark regarding financial modeling.	0.50 Hrs
03/23/06	CMC	Research re: reportable event issue.	2.30 Hrs
03/24/06	JWB	Analyze contribution of employer securities and real property.	0.50 Hrs
03/24/06	LAH	Telephone call with F. Kuplicki, B. Sax, T. Jerman et al. regarding 1113/1114 brief.	1.70 Hrs
03/24/06	LAH	Review and comment on two proposed legislation drafts.	1.00 Hrs
03/24/06	LAH	Telephone call with K. Cobb et al. regarding draft legislative provision.	0.50 Hrs
03/24/06	LAH	Research regarding prohibited transaction exemption options.	1.70 Hrs

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03/24/06	LAH	Review actuarial information regarding HRP.	0.50 Hrs
03/24/06	LAH	Telephone call with F. Kuplicki regarding PBGC request for information.	0.30 Hrs
03/24/06	TSG	Analyze PBGC request for information.	0.20 Hrs
03/24/06	WME	Revise memo re: attrition program issue.	2.50 Hrs
03/24/06	CMC	Research re: reportable event issue.	2.40 Hrs
03/25/06	CLK	Review/analyze question re: COBRA and waiver.	0.50 Hrs
03/26/06	LAH	Telephone call with R. Janger, J. Kastin regarding 1113/1114 brief.	0.30 Hrs
03/26/06	LAH	Analyze actuarial information for 1113/1114 brief.	0.80 Hrs
03/26/06	LAH	Draft note to S. Dameron-Clark regarding actuarial information for 1113/1114 brief.	0.50 Hrs
03/26/06	LAH	Telephone call with S. Salrin regarding actuarial information for 1113/1114 brief.	0.20 Hrs
03/26/06	LAH	Review proposed changes to 1113/1114 brief.	0.30 Hrs
03/27/06	LAH	Revise actuary declaration for 1113/1114 motion.	2.00 Hrs
03/27/06	LAH	Telephone call with J. Sheehan et al. regarding actuary's declaration for 1113/1114 motion.	0.50 Hrs
03/27/06	LAH	Telephone call and e-mails with S. Dameron-Clark regarding plan liability figures for 1113/1114 motion.	0.30 Hrs
03/27/06	LAH	E-mails from and to R. Janger, J. Kastin regarding 1113/1114 declarations.	0.30 Hrs
03/27/06	LAH	Telephone call with T. Krause regarding lien issue.	0.10 Hrs
03/27/06	LAH	Review benefit slides regarding attrition program for creditors committee.	0.30 Hrs
03/27/06	LAH	Telephone call and e-mail to L. Wilson regarding actuary declaration for 1113/1114 motion.	0.10 Hrs
03/27/06	LAH	Research regarding changes to actuary's declaration for 1113/1114 motion.	1.00 Hrs
03/27/06	LAH	Research regarding proposed changes to actuary's declaration.	0.60 Hrs
03/27/06	EMG	Identify materials related to contribution issue.	0.30 Hrs
03/27/06	CMC	Research re: reportable event issue.	2.00 Hrs
03/28/06	LAH	Review and revise attrition program slide for Creditors Committee meeting.	0.20 Hrs
03/28/06	LAH	Review and revise 1113/1114 filings.	1.40 Hrs
03/28/06	LAH	Telephone calls from and to S. Dameron-Clark regarding declaration for 1113/1114 filing.	0.20 Hrs
03/28/06	LAH	E-mails from and to L. Wilson regarding exhibits for 1113/1114 filing.	0.30 Hrs
03/29/06	LAH	Telephone calls from and to PBGC regarding attrition program.	0.50 Hrs
03/29/06	LAH	Telephone calls with and e-mails to J. Sheehan, B. Sax et al. regarding PBGC question regarding attrition program.	0.50 Hrs
03/29/06	LAH	Telephone call with S. Dameron-Clark regarding Williams declaration.	0.70 Hrs
03/29/06	LAH	Telephone call with S. Dameron-Clark, K. Williams, et al. regarding Williams declaration.	0.50 Hrs
03/29/06	LAH	Review revised exhibit for Williams declaration.	0.50 Hrs
03/29/06	LAH	Review and revise 1113/1114 motion.	0.50 Hrs
03/29/06	LAH	Review and revise Williams declaration.	3.00 Hrs
03/29/06	LAH	Telephone call with R. Janger, T. Jerman regarding Williams declaration.	0.10 Hrs
03/29/06	CMC	Research re: reportable event issue.	0.50 Hrs

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03/30/06	LAH	Telephone call with S. Dameron Clark, K. Williams, et al. regarding Williams declaration.	1.00 Hrs
03/30/06	LAH	Two telephone calls with F. Kuplicki regarding PBGC questions.	0.70 Hrs
03/30/06	LAH	Multiple telephone calls with S. Dameron-Clark regarding Williams declaration.	0.50 Hrs
03/30/06	LAH	Multiple telephone calls with K. Williams regarding Williams declaration.	0.30 Hrs
03/30/06	LAH	E-mails from and to T. Jerman et al. regarding 1113/1114 documents.	0.50 Hrs
03/30/06	LAH	Review and revise 1113/1114 memorandum, motion regarding pension and OPEB information.	1.00 Hrs
03/30/06	LAH	Review and revise K. Williams declaration.	2.70 Hrs
03/31/06	LAH	Telephone calls with J. Segal, K. Morris regarding attrition program issues.	1.00 Hrs
03/31/06	LAH	Draft and revise e-mail to PBGC regarding attrition program issues.	1.50 Hrs
03/31/06	LAH	Telephone calls with B. Sax, K. Cobb regarding e-mail to PBGC regarding attrition program issues.	0.50 Hrs
03/31/06	LAH	Telephone call with K. Williams regarding guaranteed benefit issue.	0.30 Hrs
03/31/06	LAH	Research regarding PBGC guarantee.	1.00 Hrs
03/31/06	TSG	Analyze HRP benefits.	0.40 Hrs
03/31/06	WME	Review IRS response re: 401(a)(33).	0.80 Hrs
			\$ 73,894.00

GARY M. FORD - Principal	0.70 Hrs	735/hr	\$ 514.50
LOUIS T. MAZAWEY - Principal	0.70 Hrs	665/hr	\$ 465.50
JON W. BREYFOGLE - Principal	0.50 Hrs	635/hr	\$ 317.50
THOMAS S. GIGOT - Principal	2.40 Hrs	565/hr	\$ 1,356.00
LONIE A. HASSEL - Principal	94.60 Hrs	565/hr	\$ 53,449.00
WILLIAM M. EVANS - Principal	16.10 Hrs	550/hr	\$ 8,855.00
ELIZABETH T. DOLD - Principal	12.20 Hrs	495/hr	\$ 6,039.00
CHRISTINE L. KELLER - Principal	0.50 Hrs	495/hr	\$ 247.50
ELLEN M. GOODWIN - Associate	0.30 Hrs	460/hr	\$ 138.00
CHRISTY A. TINNES - Associate	1.00 Hrs	460/hr	\$ 460.00
CHRISTINA M. CROCKETT - Associate	7.20 Hrs	285/hr	\$ 2,052.00
	136.20 Hrs		\$ 73,894.00

DISBURSEMENTS  
 Through March 31, 2006

Duplication Services	\$ 31.80
Research Services	\$ 168.98
Shipping	\$ 93.28
Sprint Telecom	\$ 29.04

TOTAL DISBURSEMENTS THIS MATTER \$ 323.10

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DELPHI CORPORATION

Re: BANKRUPTCY ADMINISTRATION

File Number 013580-00005

Through March 31, 2006

03/01/06	SAH	Research regarding requirements for quarterly fee application.	1.20 Hrs
03/01/06	SAH	Telephone conference with H. Zaltzman regarding filing.	0.20 Hrs
03/01/06	SAH	Prepare summaries of services rendered.	2.00 Hrs
03/01/06	SAH	Continue drafting first interim fee application.	2.40 Hrs
03/06/06	SAH	Review emails regarding scheduling and fee applications.	0.20 Hrs
03/17/06	SAH	Review billing to conform to bankruptcy orders.	0.40 Hrs
03/20/06	SAH	Review and revise February bill.	0.50 Hrs
03/20/06	SAH	Prepare first interim fee application.	2.30 Hrs
03/21/06	LAH	Review February bill.	0.50 Hrs
03/21/06	SAH	Prepare first interim fee application.	2.50 Hrs
03/22/06	SAH	Revise quarterly fee application to reflect additional payments made by Debtors and to conform with Bankruptcy Guidelines.	2.50 Hrs
03/22/06	SAH	Revise February bills to conform to Bankruptcy Guidelines.	0.30 Hrs
03/23/06	LAH	Review and revise first interim fee application documents.	0.50 Hrs
03/23/06	SAH	Prepare notice of motion and certification in support of quarterly fee application.	1.80 Hrs
03/24/06	SAH	Revise quarterly fee application and notice of motion.	0.50 Hrs
03/27/06	SAH	Revise February bill to conform to Bankruptcy Rules.	0.50 Hrs
			\$ 7,744.50

LONIE A. HASSEL - Principal	1.00 Hrs	565/hr	\$ 565.00
SARAH A. HUCK - Associate	17.30 Hrs	415/hr	\$ 7,179.50
	<hr/> 18.30 Hrs		<hr/> \$ 7,744.50

DISBURSEMENTS

Through March 31, 2006

Duplication Services	\$ 22.05
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TOTAL DISBURSEMENTS THIS MATTER	\$ 22.05
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Re: QUALIFIED PLANS

File Number 013580-02000

Through March 31, 2006

For January, February and March 2006 (\$650/month)	\$ 1,950.00
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DELPHI CORPORATION

TOTAL FEES	\$ 81,638.50
FEES DISCOUNTED UNDER BILLING ARRANGEMENT	\$ - 8,163.85
TOTAL DISBURSEMENTS	\$ 2,295.15
TOTAL DUE THIS STATEMENT	<u>\$ 75,769.80</u>

PREVIOUS BILLS OUTSTANDING

10027562	11/10/05	5,360.31
10028076	12/09/05	10,497.06
10028570	01/11/06	2,866.95
10029062	02/13/06	6,775.74
10029490	03/13/06	56,852.63
TOTAL A/R		<u>\$ 82,352.69</u>

TOTAL DUE \$158,122.49

**GROOM LAW GROUP**

Lonie A. Hassel  
(202) 861-6634  
lah@groom.com

May 31, 2006

**VIA FEDERAL EXPRESS**

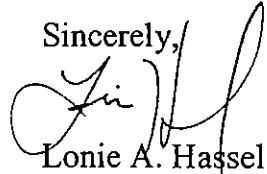
David Sherbin, General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098

Re: Statement for Professional Services Rendered During  
the Period Ending February 28, 2006

Dear Mr. Sherbin:

Enclosed is our statement for professional services rendered to Delphi Corporation ("Delphi") from February 1, 2006 through February 28, 2006. Pursuant to the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals ("Order"), Delphi may pay 80% of the fees (\$35,283.24) and 100% of the expenses (\$1,192.05) in this monthly statement to which no objection has been served in accordance with paragraph 2(d) of the Order.

I would be happy to discuss any questions you may have about the bill.

Sincerely,  
  
Lonie A. Hassel

Enclosures

cc: John Wm. Butler, Jr., Esq.  
Alicia M. Leonhard, Esq.  
Robert J. Rosenberg, Esq.  
Marissa Wesley, Esq.  
Marlane Melican, Esq.  
Bonnie Steingart, Esq.

**GROOM LAW GROUP, CHARTERED**  
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GROOM LAW GROUP, CHARTERED  
1701 Pennsylvania Avenue N.W.  
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Telephone: (202) 857-0620  
Facsimile: (202) 659-4503  
Special Employee Benefits Counsel for Debtors

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
:  
In re: :  
: Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : Jointly Administered  
:  
----- x

**SUMMARY OF PROFESSIONAL SERVICES RENDERED AND  
DISBURSEMENTS INCURRED BY GROOM LAW GROUP, CHARTERED,  
SPECIAL EMPLOYEE BENEFITS COUNSEL FOR THE DEBTORS, FOR THE  
PERIOD FROM MARCH 1, 2006 THROUGH MARCH 31, 2006**

By Order dated November 4, 2005, the Bankruptcy Court authorized the employment and retention of Groom Law Group, Chartered ("Groom") as special employee benefits counsel to Debtors in the above-captioned action. Pursuant to that Order and in accordance with the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members in the above-captioned action, Groom hereby provides certain summary information regarding the professional services provided to Debtors by Groom for the period April 1, 2006 through and including April 30, 2006 (the "Compensation Period"). Additional detailed information regarding the professional services rendered and disbursements incurred is contained in the attached fee statements for the Compensation Period.

**BRIEF DESCRIPTION OF PROFESSIONAL SERVICES RENDERED**

The following is a summary of the professional services rendered by Groom during the Compensation Period. This summary is organized in accordance with Groom's internal system of project or work codes.

- **0004 – Debtor Representation:** During the Compensation Period, Groom provided Debtors with analysis and advice regarding Form 200 and Form 4010 filings, meeting with PBGC, plan attrition, and the 1113/1114 motion, among other issues.
- **0005 – Bankruptcy Administration:** During the Compensation Period, Groom professionals ensured compliance with the Bankruptcy Court's rules, orders and procedures, as well as applicable sections of the Bankruptcy Code and applicable Bankruptcy Rules, in conjunction with its retention as special employee benefits counsel to Debtors.

**SERVICES RENDERED BY GROOM LAW GROUP, CHARTERED  
COMMENCING APRIL 1, 2006 THROUGH APRIL 30, 2006**

<b>PARTNERS</b>					
Gary M. Ford	1977	\$735	1.80	1,323.00	
Jon W. Breyfogle	1995	\$635	.50	317.50	
Lonie A. Hassel	1980	\$565	65.90	37,233.50	
Thomas S. Gigot	1984	\$565	2.90	1,638.50	
		<b>TOTAL PARTNERS</b>	<b>71.10</b>	<b>\$40,512.50</b>	
<b>ASSOCIATES</b>					
Paul E. Jacobson	1999	\$450	4.00	1,800.00	
Sarah A. Huck	2000	\$415	15.40	6,391.00	
		<b>TOTAL ASSOCIATES</b>	<b>19.40</b>	<b>\$8,191.00</b>	
<b>PARAPROFESSIONALS</b>					
Mark Theby	N/A	\$195	.80	156.00	
Danielle E. Collins	N/A	\$145	1.00	145.00	
		<b>TOTAL PARA- PROFESSIONALS</b>	<b>1.80</b>	<b>\$ 301.00</b>	
		<b>TOTAL</b>	<b>92.30</b>	<b>\$49,004.50</b>	
		<b>TOTAL FEES AFTER 10% DISCOUNT</b>		<b>\$44,104.05</b>	
		<b>80% OF FEES AFTER DISCOUNT</b>		<b>\$35,283.24</b>	

ACTUAL AND NECESSARY DISBURSEMENTS INCURRED BY  
GROOM LAW GROUP, CHARTERED  
COMMENCING APRIL 1, 2006 THROUGH APRIL 30, 2006

DISBURSEMENT	AMOUNT
DUPLICATION	289.50
SHIPPING	109.36
RESEARCH SERVICES	25.76
POSTAGE	9.60
OUTSIDE OFFICE TELEPHONE	91.04
TELEPHONE (SPRINT TELECOM)	16.79
QUALIFIED PLANS	650.00
<b>TOTAL</b>	<b>\$1,192.05</b>

SUMMARY OF SERVICES BY MATTER CODE  
FOR SERVICES RENDERED COMMENCING APRIL 1, 2006 THROUGH APRIL 30, 2006

MATTER CODE	DESCRIPTION	HOURS	AMOUNT	AMOUNT LESS 10% DISCOUNT
00004	Debtor Representation	76.80	42,332.00	38,098.80
00005	Bankruptcy Administration	15.50	6,672.50	6,005.25
<b>TOTAL</b>		<b>92.30</b>	<b>\$49,004.50</b>	<b>\$44,104.05</b>

**GROOM LAW GROUP, CHARTERED**

1701 Pennsylvania Avenue, N.W.  
Suite 1200  
Washington, D.C. 20006-5811  
FEI #52-1219029

May 24, 2006

Bill Number 10030673  
File Number 013580

DELPHI CORPORATION  
David Sherbin  
General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098

Professional services rendered for the period ending April 30, 2006.

DEBTOR REPRESENTATION	\$ 42,332.00
Less 10 Percent	\$ -4,233.20
BANKRUPTCY ADMINISTRATION	\$ 6,672.50
Less 10 Percent	\$ -667.25
<b>Total Fees</b>	<b>\$ 44,104.05</b>
DEBTOR REPRESENTATION	\$ 526.90
BANKRUPTCY ADMINISTRATION	\$ 15.15
QUALIFIED PLANS	\$ 650.00
<b>Total Disbursements</b>	<b><u>\$ 1,192.05</u></b>
<b>Total</b>	<b><u>\$ 45,296.10</u></b>

Payment may be made by wire transfer or ACH to:	Remittance address:
Groom Law Group, Chartered PNC Financial Services Group, Inc. Washington, D.C. 20006 ABA Transit Number 054000030 (ACH) ABA Transit Number 031000053 (WIRE) Account Number 5300759951	Groom Law Group, Chartered Department # 0589 Washington, DC 20073-0589

ROOM LAW GROUP, CHAMBERS

1701 Pennsylvania Avenue, N.W.

Suite 1200

Washington, D.C. 20006

FEI #52-1219029

May 24, 2006

Bill Number 10030673  
File Number 013580

DELPHI CORPORATION

David Sherbin  
General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098

FOR PROFESSIONAL SERVICES

Re: DEBTOR REPRESENTATION

File Number 013580-00004

Through April 30, 2006

03/14/06	MT	Research re: PBGC 412(n) filings at DC Recorder, per LAH.	0.80 Hrs
04/01/06	LAH	E-mail from and to K. Morris regarding attrition program.	0.30 Hrs
04/01/06	LAH	Telephone call with K. Cobb regarding e-mail from K. Morris regarding attrition program.	0.10 Hrs
04/03/06	GMF	Research and review PBGC issues.	0.30 Hrs
04/03/06	LAH	Labor strategy conference call.	1.50 Hrs
04/03/06	LAH	Telephone call with F. Kuplicki, K. Marafioti regarding attrition program, FOIA issues.	0.20 Hrs
04/03/06	LAH	Telephone calls with F. Kuplicki regarding attrition program, FOIA issues.	0.30 Hrs
04/03/06	LAH	Telephone calls from and to K. Morris regarding FOIA contact.	0.20 Hrs
04/03/06	LAH	Discuss PBGC issues with GMF.	0.20 Hrs
04/04/06	GMF	Get update regarding PBGC position on attrition program.	0.10 Hrs
04/04/06	LAH	Telephone calls with K. Marfioti, F. Kuplicki regarding FOIA issue.	0.30 Hrs
04/04/06	LAH	Telephone call with F. Kuplicki regarding GM telephone call, PBGC issues telephone call.	0.20 Hrs
04/04/06	LAH	E-mails from and to S. Dameron-Clark, Skadden regarding scheduling.	0.20 Hrs
04/06/06	LAH	Review and revise proposed Q&A regarding plan freeze.	0.70 Hrs
04/06/06	LAH	Telephone call with Skadden, PBGC regarding FOIA issue.	0.50 Hrs
04/06/06	LAH	Join 1113/1114 meet and confer.	0.80 Hrs
04/06/06	LAH	Review proposed changes to PBGC Confidentiality Agreement.	0.30 Hrs
04/06/06	LAH	Research regarding PBGC FOIA, confidentiality issues.	0.70 Hrs
04/07/06	LAH	Research regarding exemption issues.	1.00 Hrs
04/10/06	LAH	Revise memorandum regarding exemptions.	2.00 Hrs
04/10/06	LAH	Draft memorandum regarding exemptions.	2.50 Hrs
04/11/06	LAH	Research regarding materials for Form 200 filing.	1.90 Hrs
04/11/06	LAH	E-mails from and to K. Cobb regarding Form 200 filing.	0.10 Hrs
04/11/06	LAH	Telephone calls from and to F. Kuplicki regarding Form 200.	0.20 Hrs
04/11/06	DEC	Prepare CD of SEC filings for Form 200.	1.00 Hrs
04/12/06	LAH	Review CD-ROM materials for PBGC Form 200.	0.30 Hrs
04/12/06	LAH	Review rules regarding participant notice.	0.50 Hrs
04/12/06	LAH	E-mails from and to Skadden attorney regarding 1113/1114	0.20 Hrs

## ROOM RENT GROUP, CHARTER

1701 Pennsylvania Avenue, N.W.  
Suite 1200  
Washington, D.C. 20006  
FEI #52-1219029

## DELPHI CORPORATION

		exhibits.	
04/12/06	LAH	Telephone call with F. Kuplicki regarding PBGC meeting.	0.30 Hrs
04/12/06	LAH	Review requirements regarding section 4010 filing.	0.30 Hrs
04/12/06	LAH	Draft note to K. Cobb regarding section 4010 filing.	0.20 Hrs
04/13/06	TSG	Conference with LAH regarding PBGC issues.	0.40 Hrs
04/13/06	LAH	Review and revise certification check-list for benefit issues regarding DIP financing agreement.	1.30 Hrs
04/13/06	LAH	Telephone call with F. Kuplicki regarding PBGC issue.	0.10 Hrs
04/13/06	LAH	Draft issues list for PBGC meeting.	1.00 Hrs
04/13/06	LAH	Review timeline regarding pension plan filings.	0.20 Hrs
04/13/06	PEJ	Discussion with LAH regarding research on in-kind contribution to the pension plan.	0.50 Hrs
04/14/06	LAH	Draft outline of talking points for PBGC meeting.	0.50 Hrs
04/14/06	LAH	Revise pension plan timeline.	0.50 Hrs
04/14/06	LAH	Research regarding pension plan filing dates.	0.30 Hrs
04/14/06	LAH	E-mail to K. Cobb regarding timeline.	0.10 Hrs
04/17/06	LAH	Draft cover letters for Form 200.	0.20 Hrs
04/17/06	LAH	Review materials for Form 200 filing.	0.30 Hrs
04/18/06	LAH	E-mails from and to K. Cobb regarding timeline, Form 200 filing.	0.20 Hrs
04/18/06	LAH	Review schedule, agenda regarding PBGC meeting.	0.20 Hrs
04/19/06	LAH	Review materials for 1113/1114 meeting.	0.30 Hrs
04/19/06	LAH	Meet with labor group attorneys regarding 1113/1114 preparations.	4.30 Hrs
04/19/06	PEJ	Research regarding qualifying employer security.	2.00 Hrs
04/20/06	LAH	Review and revise PBGC stipulation.	0.50 Hrs
04/20/06	LAH	E-mails to and from K. Marafioti regarding PBGC stipulation.	0.30 Hrs
04/20/06	LAH	Review and analyze PBGC meeting issues.	0.50 Hrs
04/20/06	TSG	Conference with LAH regarding PBGC meeting agenda.	0.50 Hrs
04/21/06	LAH	Review and arrange for filing PBGC Forms 200.	0.30 Hrs
04/21/06	LAH	Conference call with A. Pasricha et al. regarding PBGC meeting.	1.00 Hrs
04/22/06	LAH	Review 1113/1114 objections.	1.00 Hrs
04/22/06	LAH	Conference call regarding 1113/1114 objections.	1.70 Hrs
04/24/06	LAH	Review and revise PBGC slides.	0.50 Hrs
04/24/06	LAH	Review draft demonstrative exhibits for 1113/1114.	0.50 Hrs
04/24/06	LAH	Review and analyze confidentiality issues, including Compass agreement and PBGC e-mail regarding same.	0.70 Hrs
04/24/06	LAH	Telephone call with F. Kuplicki, K. Marafioti regarding PBGC confidentiality issues.	0.20 Hrs
04/24/06	LAH	Telephone call with J. Segal, K. Marafioti regarding PBGC confidentiality issues.	0.30 Hrs
04/24/06	LAH	Telephone call from and draft letter to K. Cobb regarding Form 200 filings.	0.20 Hrs
04/24/06	LAH	Telephone call from K. Marafioti regarding PBGC response to confidentiality request.	0.10 Hrs
04/24/06	LAH	Labor strategy group call regarding 1113/1114.	1.00 Hrs
04/25/06	GMF	Review and revise PBGC presentation.	1.40 Hrs
04/25/06	LAH	Conference call with Skadden, O'Melveny, client regarding 1113/1114.	1.50 Hrs
04/25/06	LAH	Discuss PBGC meeting strategy with GMF, TSG.	1.30 Hrs
04/25/06	LAH	Telephone calls with S. Dameron-Clark, K. Williams regarding	0.50 Hrs

**GROOM LAW GROUP, CHARTERED**

1701 Pennsylvania Avenue, N.W.  
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**DELPHI CORPORATION**

04/25/06	LAH	26(a)(2) filing. Telephone call with F. Kuplicki regarding PBGC meeting issues.	0.50 Hrs
04/25/06	LAH	Review slides for PBGC meeting.	1.00 Hrs
04/25/06	LAH	Identify documents for 26(a)(2) disclosure.	3.00 Hrs
04/25/06	LAH	Telephone calls from and to R. Janger regarding 26(a)(2) disclosure.	0.30 Hrs
04/25/06	LAH	Draft and revise supplement to Williams declaration.	1.90 Hrs
04/25/06	LAH	Research regarding protective order issue.	0.50 Hrs
04/25/06	TSG	Review slides for PBGC presentation.	1.00 Hrs
04/26/06	LAH	Revise slides for PBGC meeting.	0.80 Hrs
04/26/06	LAH	Telephone call with A. Pasricha et al. regarding PBGC meeting.	1.00 Hrs
04/26/06	LAH	Review Resnick 1113/1114 declaration.	0.30 Hrs
04/26/06	LAH	Telephone call with A. Pasricha et al. regarding PBGC meeting preparation.	1.20 Hrs
04/26/06	LAH	Review 1113/1114 reply brief outline regarding benefits issues.	1.00 Hrs
04/26/06	LAH	1113/1114 group conference call regarding discovery, preparation issues.	1.00 Hrs
04/26/06	PEJ	Research re: in-kind contribution.	1.50 Hrs
04/27/06	JWB	Conference with LAH re: DOL exemption and in kind contribution.	0.50 Hrs
04/27/06	LAH	Review and analyze new 1113 case.	0.50 Hrs
04/27/06	LAH	Telephone calls to and from K. Williams regarding expert report.	0.20 Hrs
04/27/06	LAH	Research regarding contribution issues.	1.00 Hrs
04/27/06	LAH	Review slides for PBGC meeting.	0.50 Hrs
04/27/06	LAH	Labor group telephone call regarding 1113/1114.	1.20 Hrs
04/28/06	LAH	Review revised 1113/1114 reply brief regarding benefit issues.	0.80 Hrs
04/28/06	LAH	Review union expert reports regarding benefit issues.	1.50 Hrs
04/28/06	LAH	Review revised slides for PBGC meeting.	0.50 Hrs
04/28/06	LAH	Telephone call with J. Sheehan et al. regarding PBGC meeting.	1.00 Hrs
04/28/06	LAH	Telephone calls to and from K. Marafioti, J. Segal regarding PBGC confidentiality agreement.	0.30 Hrs
04/28/06	TSG	Review Expert Reports re: 1113/1114 motion.	1.00 Hrs
04/28/06	SAH	Attend to follow-up electronic service list.	1.50 Hrs
04/29/06	LAH	Review union expert reports regarding benefit issues.	1.30 Hrs
04/29/06	LAH	Review and revise 1113/1114 reply brief regarding benefit issues.	1.00 Hrs
04/29/06	LAH	Telephone call with drafting group regarding rebuttal expert reports for 1113/1114 reply brief.	1.50 Hrs
04/29/06	LAH	Telephone call with 1113/1114 drafting group regarding reply brief.	1.30 Hrs
04/30/06	LAH	Telephone call with drafting group regarding 1113/1114 reply brief.	0.30 Hrs
04/30/06	LAH	Review and revise 1113/1114 reply brief.	1.30 Hrs
			\$ 42,332.00

GARY M. FORD - Principal	1.80 Hrs	735/hr	\$ 1,323.00
JON W. BREYFOGLE - Principal	0.50 Hrs	635/hr	\$ 317.50
THOMAS S. GIGOT - Principal	2.90 Hrs	565/hr	\$ 1,638.50
LONIE A. HASSEL - Principal	64.30 Hrs	565/hr	\$ 36,329.50

**GROOM LAW GROUP, CHARLIE**

1701 Pennsylvania Avenue, N.W.  
 Suite 1200  
 Washington, D.C. 20006  
 FEI #52-1219029

**DELPHI CORPORATION**

PAUL E. JACOBSON - Associate	4.00 Hrs	450/hr	\$ 1,800.00
SARAH A. HUCK - Associate	1.50 Hrs	415/hr	\$ 622.50
MARK . THEBY - Paralegal	0.80 Hrs	195/hr	\$ 156.00
DANIELLE E. COLLINS - Paralegal	1.00 Hrs	145/hr	\$ 145.00
	76.80 Hrs		\$ 42,332.00

**DISBURSEMENTS**

Through April 30, 2006

Duplication Services	\$ 274.35
Outside-Office Telephone	\$ 91.04
Postage	\$ 9.60
Research Services	\$ 25.76
Shipping	\$ 109.36
Sprint Telecom	\$ 16.79
<b>TOTAL DISBURSEMENTS THIS MATTER</b>	<b>\$ 526.90</b>

Re: **BANKRUPTCY ADMINISTRATION**

File Number 013580-00005

Through April 30, 2006

04/18/06	SAH	Revise fee application in accordance with order extending filing.	0.30 Hrs
04/24/06	SAH	Attend to matters regarding required ECF filing.	1.50 Hrs
04/25/06	SAH	Review and revise March bill.	0.50 Hrs
04/25/06	SAH	Prepare certificate of service for quarterly fee application.	0.20 Hrs
04/25/06	SAH	Research regarding service requirements and revise fee application regarding same.	1.50 Hrs
04/26/06	LAH	Review and revise first fee application.	0.80 Hrs
04/26/06	SAH	Prepare quarterly fee application for filing and service.	3.40 Hrs
04/27/06	LAH	Final review of fee application for filing.	0.50 Hrs
04/27/06	LAH	Review March bill.	0.30 Hrs
04/27/06	SAH	Finalize fee application and service regarding same.	6.50 Hrs
			\$ 6,672.50

LONIE A. HASSEL - Principal	1.60 Hrs	565/hr	\$ 904.00
SARAH A. HUCK - Associate	13.90 Hrs	415/hr	\$ 5,768.50
	15.50 Hrs		\$ 6,672.50

**DISBURSEMENTS**

Through April 30, 2006

Duplication Services	\$ 15.15
----------------------	----------

**GROOM LAW GROUP, CHARTERED**

1701 Pennsylvania Avenue, N.W.  
Suite 1200  
Washington, D.C. 20006  
FEI #52-1219029

DELPHI CORPORATION

TOTAL DISBURSEMENTS THIS MATTER \$ 15.15

Re: QUALIFIED PLANS

File Number 013580-02000

Through April 30, 2006

\$ 650.00

TOTAL FEES	\$ 49,004.50
FEES DISCOUNTED UNDER BILLING ARRANGEMENT	\$ - 4,900.45
TOTAL DISBURSEMENTS	\$ 1,192.05
TOTAL DUE THIS STATEMENT	<u>\$ 45,296.10</u>

PREVIOUS BILLS OUTSTANDING

10027562	11/10/05	5,360.31
10028076	12/09/05	10,497.06
10028570	01/11/06	2,866.95
10029062	02/13/06	6,775.74
10029490	03/13/06	11,315.16
10029913	04/25/06	75,769.80
TOTAL A/R		<u>\$ 112,585.02</u>

TOTAL DUE \$ 157,881.12

# GROOM LAW GROUP

Lonie A. Hassel  
(202) 861-6634  
lah@groom.com

June 16, 2006

**VIA FEDERAL EXPRESS**

David Sherbin, General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098

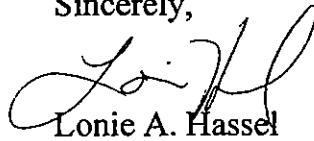
Re: Amended Statement for Professional Services Rendered During  
the Period Ending April 30, 2006

Dear Mr. Sherbin:

Enclosed is our amended statement for professional services rendered to Delphi Corporation ("Delphi") from April 1, 2006 through April 30, 2006 period. We have corrected the caption of the Summary of Professional Services to properly reflect that this fee statement applies to the April 1, 2006 through April 30, 2006, not March 1, 2006 through March 30, 2006 as previously indicated. The fee statement is otherwise unchanged.

I would be happy to discuss any questions you may have about the bill.

Sincerely,



Lonie A. Hassel

Enclosures

cc: John Wm. Butler, Jr., Esq.  
Alicia M. Leonhard, Esq.  
Marlane Melican, Esq.  
Robert J. Rosenberg, Esq.  
John D. Sheehan  
Marissa Wesley, Esq.  
Valeria Venable

GROOM LAW GROUP, CHARTERED  
1701 Pennsylvania Ave., N.W. • Washington, D.C. 20006-5811  
202-857-0620 • Fax: 202-659-4503 • [www.groom.com](http://www.groom.com)

GROOM LAW GROUP, CHARTERED  
1701 Pennsylvania Avenue N.W.  
Washington, DC 20006  
Telephone: (202) 857-0620  
Facsimile: (202) 659-4503  
Special Employee Benefits Counsel for Debtors

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
In re: :  
: Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: :  
Debtors. : Jointly Administered  
: :  
----- x

**AMENDED SUMMARY OF PROFESSIONAL SERVICES RENDERED AND  
DISBURSEMENTS INCURRED BY GROOM LAW GROUP, CHARTERED,  
SPECIAL EMPLOYEE BENEFITS COUNSEL FOR THE DEBTORS, FOR THE  
PERIOD FROM APRIL 1, 2006 THROUGH APRIL 30, 2006**

By Order dated November 4, 2005, the Bankruptcy Court authorized the employment and retention of Groom Law Group, Chartered ("Groom") as special employee benefits counsel to Debtors in the above-captioned action. Pursuant to that Order and in accordance with the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members in the above-captioned action, Groom hereby provides certain summary information regarding the professional services provided to Debtors by Groom for the period April 1, 2006 through and including April 30, 2006 (the "Compensation Period"). Additional detailed information regarding the professional services rendered and disbursements incurred is contained in the attached fee statements for the Compensation Period.

**BRIEF DESCRIPTION OF PROFESSIONAL SERVICES RENDERED**

The following is a summary of the professional services rendered by Groom during the Compensation Period. This summary is organized in accordance with Groom's internal system of project or work codes.

- **0004 – Debtor Representation:** During the Compensation Period, Groom provided Debtors with analysis and advice regarding Form 200 and Form 4010 filings, meeting with PBGC, plan attrition, and the 1113/1114 motion, among other issues.
- **0005 – Bankruptcy Administration:** During the Compensation Period, Groom professionals ensured compliance with the Bankruptcy Court's rules, orders and procedures, as well as applicable sections of the Bankruptcy Code and applicable Bankruptcy Rules, in conjunction with its retention as special employee benefits counsel to Debtors.

**SERVICES RENDERED BY GROOM LAW GROUP, CHARTERED  
COMMENCING APRIL 1, 2006 THROUGH APRIL 30, 2006**

NAME	YEAR BILLED	RATE	HOURS	AMOUNT
<b>PARTNERS</b>				
Gary M. Ford	1977	\$735	1.80	1,323.00
Jon W. Breyfogle	1995	\$635	.50	317.50
Lonie A. Hassel	1980	\$565	65.90	37,233.50
Thomas S. Gigot	1984	\$565	2.90	1,638.50
		<b>TOTAL PARTNERS</b>	<b>71.10</b>	<b>\$40,512.50</b>
<b>ASSOCIATES</b>				
Paul E. Jacobson	1999	\$450	4.00	1,800.00
Sarah A. Huck	2000	\$415	15.40	6,391.00
		<b>TOTAL ASSOCIATES</b>	<b>19.40</b>	<b>\$8,191.00</b>
<b>PARAPROFESSIONALS</b>				
Mark Theby	N/A	\$195	.80	156.00
Danielle E. Collins	N/A	\$145	1.00	145.00
		<b>TOTAL PARA- PROFESSIONALS</b>	<b>1.80</b>	<b>\$ 301.00</b>
			<b>TOTAL</b>	<b>92.30</b>
				<b>\$49,004.50</b>
		<b>TOTAL FEES AFTER 10% DISCOUNT</b>		<b>\$44,104.05</b>
		<b>80% OF FEES AFTER DISCOUNT</b>		<b>\$35,283.24</b>

ACTUAL AND NECESSARY DISBURSEMENTS INCURRED BY  
GROOM LAW GROUP, CHARTERED  
COMMENCING APRIL 1, 2006 THROUGH APRIL 30, 2006

DISBURSEMENTS	AMOUNT
DUPPLICATION	289.50
SHIPPING	109.36
RESEARCH SERVICES	25.76
POSTAGE	9.60
OUTSIDE OFFICE TELEPHONE	91.04
TELEPHONE (SPRINT TELECOM)	16.79
QUALIFIED PLANS	650.00
<b>TOTAL</b>	<b>\$1,192.05</b>

SUMMARY OF SERVICES BY MATTER CODE  
FOR SERVICES RENDERED COMMENCING APRIL 1, 2006 THROUGH APRIL 30, 2006

MATTER CODE	DESCRIPTION	HOURS	AMOUNT	AMOUNT LESS 10% DISCOUNT
00004	Debtor Representation	76.80	42,332.00	38,098.80
00005	Bankruptcy Administration	15.50	6,672.50	6,005.25
<b>TOTAL</b>		<b>92.30</b>	<b>\$49,004.50</b>	<b>\$44,104.05</b>

GROOM LAW GROUP, CHARTERED  
1701 Pennsylvania Avenue, N.W.

Suite 1200

Washington, D.C. 20006-5811

FEI #52-1219029

May 24, 2006

Bill Number 10030673  
File Number 013580

DELPHI CORPORATION  
David Sherbin  
General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098

Professional services rendered for the period ending April 30, 2006.

DEBTOR REPRESENTATION	\$ 42,332.00
Less 10 Percent	\$ -4,233.20
BANKRUPTCY ADMINISTRATION	\$ 6,672.50
Less 10 Percent	\$ -667.25
<b>Total Fees</b>	<b>\$ 44,104.05</b>
DEBTOR REPRESENTATION	\$ 526.90
BANKRUPTCY ADMINISTRATION	\$ 15.15
QUALIFIED PLANS	\$ 650.00
<b>Total Disbursements</b>	<b>\$ 1,192.05</b>
<b>Total</b>	<b>\$ 45,296.10</b>

Payment may be made by wire transfer or ACH to:	Remittance address:
Groom Law Group, Chartered PNC Financial Services Group, Inc. Washington, D.C. 20006 ABA Transit Number 054000030 (ACH) ABA Transit Number 031000053 (WIRE) Account Number 5300759951	Groom Law Group, Chartered Department # 0589 Washington, DC 20073-0589

Suite 1200  
Washington, D.C. 20006  
FEI #52-1219029

May 24, 2006

Bill Number 10030673  
File Number 013580

DELPHI CORPORATION  
David Sherbin  
General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098

FOR PROFESSIONAL SERVICES

Re: DEBTOR REPRESENTATION

File Number 013580-00004

Through April 30, 2006

03/14/06	MT	Research re: PBGC 412(n) filings at DC Recorder, per LAH.	0.80 Hrs
04/01/06	LAH	E-mail from and to K. Morris regarding attrition program.	0.30 Hrs
04/01/06	LAH	Telephone call with K. Cobb regarding e-mail from K. Morris regarding attrition program.	0.10 Hrs
04/03/06	GMF	Research and review PBGC issues.	0.30 Hrs
04/03/06	LAH	Labor strategy conference call.	1.50 Hrs
04/03/06	LAH	Telephone call with F. Kuplicki, K. Marafioti regarding attrition program, FOIA issues.	0.20 Hrs
04/03/06	LAH	Telephone calls with F. Kuplicki regarding attrition program, FOIA issues.	0.30 Hrs
04/03/06	LAH	Telephone calls from and to K. Morris regarding FOIA contact.	0.20 Hrs
04/03/06	LAH	Discuss PBGC issues with GMF.	0.20 Hrs
04/04/06	GMF	Get update regarding PBGC position on attrition program.	0.10 Hrs
04/04/06	LAH	Telephone calls with K. Marafioti, F. Kuplicki regarding FOIA issue.	0.30 Hrs
04/04/06	LAH	Telephone call with F. Kuplicki regarding GM telephone call, PBGC issues telephone call.	0.20 Hrs
04/04/06	LAH	E-mails from and to S. Dameron-Clark, Skadden regarding scheduling.	0.20 Hrs
04/06/06	LAH	Review and revise proposed Q&A regarding plan freeze.	0.70 Hrs
04/06/06	LAH	Telephone call with Skadden, PBGC regarding FOIA issue.	0.50 Hrs
04/06/06	LAH	Join 1113/1114 meet and confer.	0.80 Hrs
04/06/06	LAH	Review proposed changes to PBGC Confidentiality Agreement.	0.30 Hrs
04/06/06	LAH	Research regarding PBGC FOIA, confidentiality issues.	0.70 Hrs
04/07/06	LAH	Research regarding exemption issues.	1.00 Hrs
04/10/06	LAH	Revise memorandum regarding exemptions.	2.00 Hrs
04/10/06	LAH	Draft memorandum regarding exemptions.	2.50 Hrs
04/11/06	LAH	Research regarding materials for Form 200 filing.	1.90 Hrs
04/11/06	LAH	E-mails from and to K. Cobb regarding Form 200 filing.	0.10 Hrs
04/11/06	LAH	Telephone calls from and to F. Kuplicki regarding Form 200.	0.20 Hrs
04/11/06	DEC	Prepare CD of SEC filings for Form 200.	1.00 Hrs
04/12/06	LAH	Review CD-ROM materials for PBGC Form 200.	0.30 Hrs
04/12/06	LAH	Review rules regarding participant notice.	0.50 Hrs
04/12/06	LAH	E-mails from and to Skadden attorney regarding 1113/1114	0.20 Hrs

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		exhibits.	
04/12/06	LAH	Telephone call with F. Kuplicki regarding PBGC meeting.	0.30 Hrs
04/12/06	LAH	Review requirements regarding section 4010 filing.	0.30 Hrs
04/12/06	LAH	Draft note to K. Cobb regarding section 4010 filing.	0.20 Hrs
04/13/06	TSG	Conference with LAH regarding PBGC issues.	0.40 Hrs
04/13/06	LAH	Review and revise certification check-list for benefit issues regarding DIP financing agreement.	1.30 Hrs
04/13/06	LAH	Telephone call with F. Kuplicki regarding PBGC issue.	0.10 Hrs
04/13/06	LAH	Draft issues list for PBGC meeting.	1.00 Hrs
04/13/06	LAH	Review timeline regarding pension plan filings.	0.20 Hrs
04/13/06	PEJ	Discussion with LAH regarding research on in-kind contribution to the pension plan.	0.50 Hrs
04/14/06	LAH	Draft outline of talking points for PBGC meeting.	0.50 Hrs
04/14/06	LAH	Revise pension plan timeline.	0.50 Hrs
04/14/06	LAH	Research regarding pension plan filing dates.	0.30 Hrs
04/14/06	LAH	E-mail to K. Cobb regarding timeline.	0.10 Hrs
04/17/06	LAH	Draft cover letters for Form 200.	0.20 Hrs
04/17/06	LAH	Review materials for Form 200 filing.	0.30 Hrs
04/18/06	LAH	E-mails from and to K. Cobb regarding timeline, Form 200 filing.	0.20 Hrs
04/18/06	LAH	Review schedule, agenda regarding PBGC meeting.	0.20 Hrs
04/19/06	LAH	Review materials for 1113/1114 meeting.	0.30 Hrs
04/19/06	LAH	Meet with labor group attorneys regarding 1113/1114 preparations.	4.30 Hrs
04/19/06	PEJ	Research regarding qualifying employer security.	2.00 Hrs
04/20/06	LAH	Review and revise PBGC stipulation.	0.50 Hrs
04/20/06	LAH	E-mails to and from K. Marafioti regarding PBGC stipulation.	0.30 Hrs
04/20/06	LAH	Review and analyze PBGC meeting issues.	0.50 Hrs
04/20/06	TSG	Conference with LAH regarding PBGC meeting agenda.	0.50 Hrs
04/21/06	LAH	Review and arrange for filing PBGC Forms 200.	0.30 Hrs
04/21/06	LAH	Conference call with A. Pasricha et al. regarding PBGC meeting.	1.00 Hrs
04/22/06	LAH	Review 1113/1114 objections.	1.00 Hrs
04/22/06	LAH	Conference call regarding 1113/1114 objections.	1.70 Hrs
04/24/06	LAH	Review and revise PBGC slides.	0.50 Hrs
04/24/06	LAH	Review draft demonstrative exhibits for 1113/1114.	0.50 Hrs
04/24/06	LAH	Review and analyze confidentiality issues, including Compass agreement and PBGC e-mail regarding same.	0.70 Hrs
04/24/06	LAH	Telephone call with F. Kuplicki, K. Marafioti regarding PBGC confidentiality issues.	0.20 Hrs
04/24/06	LAH	Telephone call with J. Segal, K. Marafioti regarding PBGC confidentiality issues.	0.30 Hrs
04/24/06	LAH	Telephone call from and draft letter to K. Cobb regarding Form 200 filings.	0.20 Hrs
04/24/06	LAH	Telephone call from K. Marafioti regarding PBGC response to confidentiality request.	0.10 Hrs
04/24/06	LAH	Labor strategy group call regarding 1113/1114.	1.00 Hrs
04/25/06	GMF	Review and revise PBGC presentation.	1.40 Hrs
04/25/06	LAH	Conference call with Skadden, O'Melveny, client regarding 1113/1114.	1.50 Hrs
04/25/06	LAH	Discuss PBGC meeting strategy with GMF, TSG.	1.30 Hrs
04/25/06	LAH	Telephone calls with S. Dameron-Clark, K. Williams regarding	0.50 Hrs

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04/25/06	LAH	26(a)(2) filing. Telephone call with F. Kuplicki regarding PBGC meeting issues.	0.50 Hrs
04/25/06	LAH	Review slides for PBGC meeting.	1.00 Hrs
04/25/06	LAH	Identify documents for 26(a)(2) disclosure.	3.00 Hrs
04/25/06	LAH	Telephone calls from and to R. Janger regarding 26(a)(2) disclosure.	0.30 Hrs
04/25/06	LAH	Draft and revise supplement to Williams declaration.	1.90 Hrs
04/25/06	LAH	Research regarding protective order issue.	0.50 Hrs
04/25/06	TSG	Review slides for PBGC presentation.	1.00 Hrs
04/26/06	LAH	Revise slides for PBGC meeting.	0.80 Hrs
04/26/06	LAH	Telephone call with A. Pasricha et al. regarding PBGC meeting.	1.00 Hrs
04/26/06	LAH	Review Resnick 1113/1114 declaration.	0.30 Hrs
04/26/06	LAH	Telephone call with A. Pasricha et al. regarding PBGC meeting preparation.	1.20 Hrs
04/26/06	LAH	Review 1113/1114 reply brief outline regarding benefits issues.	1.00 Hrs
04/26/06	LAH	1113/1114 group conference call regarding discovery, preparation issues.	1.00 Hrs
04/26/06	PEJ	Research re: in-kind contribution.	1.50 Hrs
04/27/06	JWB	Conference with LAH re: DOL exemption and in kind contribution.	0.50 Hrs
04/27/06	LAH	Review and analyze new 1113 case.	0.50 Hrs
04/27/06	LAH	Telephone calls to and from K. Williams regarding expert report.	0.20 Hrs
04/27/06	LAH	Research regarding contribution issues.	1.00 Hrs
04/27/06	LAH	Review slides for PBGC meeting.	0.50 Hrs
04/27/06	LAH	Labor group telephone call regarding 1113/1114.	1.20 Hrs
04/28/06	LAH	Review revised 1113/1114 reply brief regarding benefit issues.	0.80 Hrs
04/28/06	LAH	Review union expert reports regarding benefit issues.	1.50 Hrs
04/28/06	LAH	Review revised slides for PBGC meeting.	0.50 Hrs
04/28/06	LAH	Telephone call with J. Sheehan et al. regarding PBGC meeting.	1.00 Hrs
04/28/06	LAH	Telephone calls to and from K. Marafioti, J. Segal regarding PBGC confidentiality agreement.	0.30 Hrs
04/28/06	TSG	Review Expert Reports re: 1113/1114 motion.	1.00 Hrs
04/28/06	SAH	Attend to follow-up electronic service list.	1.50 Hrs
04/29/06	LAH	Review union expert reports regarding benefit issues.	1.30 Hrs
04/29/06	LAH	Review and revise 1113/1114 reply brief regarding benefit issues.	1.00 Hrs
04/29/06	LAH	Telephone call with drafting group regarding rebuttal expert reports for 1113/1114 reply brief.	1.50 Hrs
04/29/06	LAH	Telephone call with 1113/1114 drafting group regarding reply brief.	1.30 Hrs
04/30/06	LAH	Telephone call with drafting group regarding 1113/1114 reply brief.	0.30 Hrs
04/30/06	LAH	Review and revise 1113/1114 reply brief.	1.30 Hrs

\$ 42,332.00

GARY M. FORD - Principal	1.80 Hrs	735/hr	\$ 1,323.00
JON W. BREYFOGLE - Principal	0.50 Hrs	635/hr	\$ 317.50
THOMAS S. GIGOT - Principal	2.90 Hrs	565/hr	\$ 1,638.50
LONIE A. HASSEL - Principal	64.30 Hrs	565/hr	\$ 36,329.50

**GROOM LAW GROUP, CHARTERED**

1701 Pennsylvania Avenue, N.W.  
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PAUL E. JACOBSON - Associate	4.00 Hrs	450/hr	\$ 1,800.00
SARAH A. HUCK - Associate	1.50 Hrs	415/hr	\$ 622.50
MARK THEBY - Paralegal	0.80 Hrs	195/hr	\$ 156.00
DANIELLE E. COLLINS - Paralegal	1.00 Hrs	145/hr	\$ 145.00
	76.80 Hrs		\$ 42,332.00

**DISBURSEMENTS**

Through April 30, 2006

Duplication Services	\$ 274.35
Outside-Office Telephone	\$ 91.04
Postage	\$ 9.60
Research Services	\$ 25.76
Shipping	\$ 109.36
Sprint Telecom	\$ 16.79
<b>TOTAL DISBURSEMENTS THIS MATTER</b>	<b>\$ 526.90</b>

Re: **BANKRUPTCY ADMINISTRATION**

File Number 013580-00005

Through April 30, 2006

04/18/06	SAH	Revise fee application in accordance with order extending filing.	0.30 Hrs
04/24/06	SAH	Attend to matters regarding required ECF filing.	1.50 Hrs
04/25/06	SAH	Review and revise March bill.	0.50 Hrs
04/25/06	SAH	Prepare certificate of service for quarterly fee application.	0.20 Hrs
04/25/06	SAH	Research regarding service requirements and revise fee application regarding same.	1.50 Hrs
04/26/06	LAH	Review and revise first fee application.	0.80 Hrs
04/26/06	SAH	Prepare quarterly fee application for filing and service.	3.40 Hrs
04/27/06	LAH	Final review of fee application for filing.	0.50 Hrs
04/27/06	LAH	Review March bill.	0.30 Hrs
04/27/06	SAH	Finalize fee application and service regarding same.	6.50 Hrs
			<b>\$ 6,672.50</b>

LONIE A. HASSEL - Principal	1.60 Hrs	565/hr	\$ 904.00
SARAH A. HUCK - Associate	13.90 Hrs	415/hr	\$ 5,768.50
	15.50 Hrs		<b>\$ 6,672.50</b>

**DISBURSEMENTS**  
 Through April 30, 2006

Duplication Services **\$ 15.15**

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TOTAL DISBURSEMENTS THIS MATTER \$ 15.15

Re: **QUALIFIED PLANS**

File Number 013580-02000

Through April 30, 2006

\$ 650.00

<b>FEES DISCOUNTED UNDER BILLING ARRANGEMENT</b>	<b>TOTAL FEES</b>	<b>\$ 49,004.50</b>
	<b>TOTAL DISBURSEMENTS</b>	<b>\$ - 4,900.45</b>
	<b>TOTAL DUE THIS STATEMENT</b>	<b>\$ 1,192.05</b>
		<b><u>\$ 45,296.10</u></b>

**PREVIOUS BILLS OUTSTANDING**

10027562	11/10/05	5,360.31
10028076	12/09/05	10,497.06
10028570	01/11/06	2,866.95
10029062	02/13/06	6,775.74
10029490	03/13/06	11,315.16
10029913	04/25/06	75,769.80
<b>TOTAL A/R</b>		<b>\$ 112,585.02</b>

**TOTAL DUE** **\$ 157,881.12**

Lonie A. Hassel  
(202) 861-6634  
lah@groom.com

June 29, 2006

**VIA FEDERAL EXPRESS**

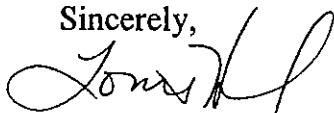
David Sherbin, General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098

Re: Statement for Professional Services Rendered During  
the Period Ending May 31, 2006

Dear Mr. Sherbin:

Enclosed is our statement for professional services rendered to Delphi Corporation (“Delphi”) from May 1, 2006 through May 31, 2006. Pursuant to the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (“Order”), Delphi may pay 80% of the fees (\$53,699.04) and 100% of the expenses (\$6,827.72) in this monthly statement to which no objection has been served in accordance with paragraph 2(d) of the Order.

I would be happy to discuss any questions you may have about the bill.

Sincerely,  
  
Lonie A. Hassel

Enclosures

cc: John Wm. Butler, Jr., Esq.  
Alicia M. Leonhard, Esq.  
Robert J. Rosenberg, Esq.  
Marissa Wesley, Esq.  
Marlane Melican, Esq.  
Bonnie Steingart, Esq.  
John Sheeban, Esq.

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Valeria Venable 1701 Pennsylvania Ave., N.W. • Washington, D.C. 20006-5811  
202-857-0620 • Fax: 202-659-4503 • [www.groom.com](http://www.groom.com)

8000 LAW GROUP, Chartered

1701 Pennsylvania Avenue, N.W.

Suite 1200

Washington, D.C. 20006-5811

FEI #52-1219029

June 16, 2006

Bill Number 10031122

File Number 013580

DELPHI CORPORATION

David Sherbin  
General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098

Professional services rendered for the period ending May 31, 2006.

DEBTOR REPRESENTATION	\$ 72,726.00
Less 10 Percent	\$ -7,272.60
BANKRUPTCY ADMINISTRATION	\$ 1,856.00
Less 10 Percent	\$ -185.60
 Total Fees	 \$ 67,123.80
 DEBTOR REPRESENTATION	 \$ 6,032.50
BANKRUPTCY ADMINISTRATION	\$ 145.22
QUALIFIED PLANS	\$ 650.00
 Total Disbursements	 \$ 6,827.72
 Total	 \$ 73,951.52

Payment may be made by wire transfer or ACH to:	Remittance address:
Groom Law Group, Chartered PNC Financial Services Group, Inc. Washington, D.C. 20006 ABA Transit Number 054000030 (ACH) ABA Transit Number 031000053 (WIRE) Account Number 5300759951	Groom Law Group, Chartered Department # 0589 Washington, DC 20073-0589

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June 16, 2006

Bill Number 10031122  
File Number 013580

DELPHI CORPORATION  
David Sherbin  
General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098

FOR PROFESSIONAL SERVICES

Re: DEBTOR REPRESENTATION

File Number 013580-00004

Through May 31, 2006

05/01/06	LAH	Review and revise slides for PBGC meeting.	0.50 Hrs
05/01/06	LAH	1113/1114 drafting group telephone call.	1.00 Hrs
05/01/06	LAH	Review slides for PBGC meeting.	0.70 Hrs
05/01/06	LAH	Telephone calls and e-mails with T. Jerman regarding slides for PBGC meeting.	0.20 Hrs
05/01/06	LAH	Telephone calls with F. Kuplicki regarding PBGC meeting.	0.30 Hrs
05/01/06	LAH	Telephone call with F. Kuplicki, K. Cobb regarding contribution issue.	0.30 Hrs
05/01/06	LAH	Research regarding plan transfer issue.	0.50 Hrs
05/01/06	LAH	Telephone call with K. Williams regarding deposition.	0.10 Hrs
05/01/06	LAH	E-mails from and to D. Springer regarding K. Williams deposition.	0.10 Hrs
05/01/06	AMS	Review fiduciary issue.	0.30 Hrs
05/02/06	GMF	Review outcome of PBGC meeting.	0.20 Hrs
05/02/06	LAH	Prepare for PBGC meeting.	0.80 Hrs
05/02/06	LAH	Attend meeting with PBGC, Delphi representatives, actuary regarding pension issues.	2.30 Hrs
05/02/06	LAH	Follow-up with Delphi representatives, actuary regarding PBGC meeting.	1.70 Hrs
05/02/06	LAH	Analyze issues regarding PBGC meeting.	0.50 Hrs
05/02/06	LAH	Join trial preparation telephone call with Skadden, O'Melveny.	3.50 Hrs
05/02/06	LAH	E-mails and telephone calls with Skadden regarding K. Williams deposition.	0.30 Hrs
05/03/06	LAH	Review materials and prepare for deposition of K. Williams.	4.30 Hrs
05/03/06	LAH	Telephone calls with K. Williams regarding deposition, trial testimony.	0.30 Hrs
05/03/06	LAH	Telephone calls and e-mails to O'Melveny, Skadden regarding K. Williams deposition.	0.30 Hrs
05/03/06	LAH	1113/1114 Delphi labor status telephone call.	0.20 Hrs
05/04/06	LAH	Prepare for and prepare witness for deposition.	4.50 Hrs
05/04/06	LAH	Defend K. Williams deposition.	2.00 Hrs
05/04/06	LAH	Participate in 1113/1114 trial preparation.	1.50 Hrs
05/04/06	LAH	Research regarding and review reliance document.	2.00 Hrs
05/05/06	LAH	Telephone call with F. Kuplicki regarding 1113/1114 hearing.	0.30 Hrs

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		reportable event.	
05/05/06	LAH	Telephone call with K. Cobb, F. Kuplicki et al. regarding waiver request.	0.70 Hrs
05/05/06	LAH	Review Williams deposition transcript.	0.30 Hrs
05/05/06	LAH	E-mails from and to R. Janger regarding K. Williams reliance documents.	0.20 Hrs
05/08/06	LAH	Draft cross and redirect for K. Williams and prepare for 1113/1114 hearing.	8.50 Hrs
05/09/06	GMF	Review status of hearing.	0.10 Hrs
05/09/06	LAH	Attend 1113/1114 hearing.	8.00 Hrs
05/09/06	LAH	Prepare for 1113/1114 hearing.	4.70 Hrs
05/10/06	LAH	Prepare for 1113/1114 hearing.	4.00 Hrs
05/10/06	LAH	Attend 1113/1114 hearing.	7.50 Hrs
05/11/06	LAH	Draft documents for reportable event filing.	0.80 Hrs
05/11/06	LAH	Analyze and outline 1113/1114 follow up issues.	0.80 Hrs
05/11/06	LAH	Telephone call with F. Kuplicki regarding 1113/1114 issues, reportable event filing.	0.50 Hrs
05/12/06	LAH	Prepare for 1113/1114 hearing.	1.70 Hrs
05/12/06	LAH	Attend 1113/1114 hearing.	6.00 Hrs
05/12/06	LAH	Follow-up discussion with co-counsel regarding next steps for 1113/1114 hearing.	0.40 Hrs
05/15/06	LAH	Draft, revise, and arrange for filing reportable event notices for PHI and Delphi Mechatronic plans.	2.00 Hrs
05/15/06	LAH	Review GM termsheet.	0.50 Hrs
05/15/06	LAH	Telephone call with F. Kuplicki, K. Cobb et al. regarding GM term sheet issues.	1.50 Hrs
05/15/06	DEC	File notices with PBGC.	0.80 Hrs
05/16/06	LAH	Telephone call with R. Meisler regarding controlled group issue.	0.20 Hrs
05/16/06	LAH	Telephone call with F. Kuplicki regarding 1113/1114 follow-up, GM term sheet.	0.50 Hrs
05/16/06	LAH	Review proposed changes to GM term sheet.	0.20 Hrs
05/16/06	LAH	Review 1113/1114 documents for remainder of trial.	0.50 Hrs
05/16/06	LAH	Discuss 1113/1114 trial issues with TSG.	0.30 Hrs
05/16/06	LAH	Research regarding controlled group issue.	0.30 Hrs
05/16/06	TSG	Review 1113 filings and prepare for May 23 hearing.	0.50 Hrs
05/17/06	LAH	Telephone call with A. Pasricha, F. Kuplicki, K. Cobb, S. Dameron-Clark, K. Williams regarding GM issues.	0.80 Hrs
05/17/06	LAH	Research regarding ASEC demutualization issue.	0.50 Hrs
05/17/06	LAH	Telephone call with and e-mail to F. Kuplicki regarding ASEC demutualization issue.	0.30 Hrs
05/18/06	LAH	Telephone call from F. Kuplicki regarding GM issues.	0.10 Hrs
05/18/06	LAH	E-mail from and to J. Sheehan regarding GM issues.	0.20 Hrs
05/18/06	LAH	Review proposed changes to GM termsheet.	0.50 Hrs
05/18/06	LAH	Telephone call with F. Kuplicki regarding GM termsheet revisions.	0.20 Hrs
05/19/06	GMF	Update on 1113 proceeding.	0.10 Hrs
05/19/06	TSG	Review materials in preparation for 1113 hearing on 5/24.	0.40 Hrs
05/19/06	LAH	Conference call with S. Corcoran et al. regarding GM termsheet comments.	2.00 Hrs
05/19/06	LAH	Telephone call with and e-mail to O'Melveny regarding 1113/1114 hearing.	0.30 Hrs
05/22/06	GMF	Review LAH e-mail regarding PBGC.	0.10 Hrs

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05/22/06	TSG	Join LAH in conference call regarding § 1113 motion.	1.00 Hrs
05/22/06	LAH	Telephone call with K. Cobb, F. Kuplicki et al. regarding IRS meeting.	0.80 Hrs
05/22/06	LAH	Delphi Labor group conference call regarding 1113/1114 hearing issue.	1.30 Hrs
05/22/06	LAH	Review proposed materials for IRS meeting.	0.50 Hrs
05/23/06	LAH	Telephone call with F. Kuplicki regarding 1113/1114 resumptions.	0.50 Hrs
05/23/06	LAH	Review filings from GM, Creditors' Committee regarding 1113/1114 hearing.	0.20 Hrs
05/24/06	TSG	Review Declaration and Briefs for 1113/1114 hearings.	2.00 Hrs
05/24/06	TSG	Attend 1113/1114 hearing.	7.50 Hrs
05/25/06	LAH	Telephone calls with O'Melveny regarding 1113 hearing.	0.30 Hrs
05/25/06	LAH	Review 1113/1114 hearing transcript.	1.30 Hrs
05/25/06	LAH	Review draft IRS slides.	0.50 Hrs
05/26/06	LAH	Prepare for 1113/1114 hearing (5.00); attend 1113/1114 hearing continuation (4.00).	9.00 Hrs
05/26/06	TSG	Research re: bench memo on distress termination.	0.40 Hrs
05/30/06	LAH	Draft bench memorandum regarding distress termination for 1113/1114 hearing.	6.30 Hrs
05/30/06	LAH	Telephone calls with F. Kuplicki regarding OPEB issue, IRS meeting.	0.30 Hrs
05/30/06	LAH	Research regarding OPEB transfer issue.	1.30 Hrs
05/30/06	AMS	Review transfer of OPEB liability.	0.30 Hrs
05/30/06	CLK	Review question re: transfer of retiree health liabilities and discuss with LAH and F. Kuplicki.	2.00 Hrs
05/30/06	CMC	Research and review section 4041(c) distress termination cases.	2.40 Hrs
05/31/06	LAH	Review and revise bench memorandum regarding termination.	2.80 Hrs
05/31/06	LAH	Review materials for IRS meeting.	0.50 Hrs
05/31/06	LAH	Meet with J. Sheehan, F. Kuplicki, K. Cobb, S. Dameron-Clark, co-counsel regarding IRS meeting.	1.00 Hrs
05/31/06	LAH	Meet with client, co-counsel, IRS regarding funding waivers.	2.00 Hrs
05/31/06	TSG	Revise bench memorandum on distress termination.	0.70 Hrs

\$ 72,726.00

GARY M. FORD - Principal	0.50 Hrs	735/hr	\$ 367.50
THOMAS S. GIGOT - Principal	12.50 Hrs	565/hr	\$ 7,062.50
LONIE A. HASSEL - Principal	111.80 Hrs	565/hr	\$ 63,167.00
ANDREE . ST.MARTIN - Principal	0.60 Hrs	565/hr	\$ 339.00
CHRISTINE L. KELLER - Principal	2.00 Hrs	495/hr	\$ 990.00
CHRISTINA M. CROCKETT - Associate	2.40 Hrs	285/hr	\$ 684.00
DANIELLE E. COLLINS - Paralegal	0.80 Hrs	145/hr	\$ 116.00

130.60 Hrs \$ 72,726.00

DISBURSEMENTS  
 Through May 31, 2006

Cab service	\$ 20.00
Duplication Services	\$ 119.10

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Meals & Entertainment		\$ 12.40
Miscellaneous		\$ 715.35
Postage		\$ 0.63
Research Services		\$ 74.37
Shipping		\$ 58.87
Sprint Telecom		\$ 36.45
Travel		\$ 4,995.33
	TOTAL DISBURSEMENTS THIS MATTER	\$ 6,032.50

Re: BANKRUPTCY ADMINISTRATION

File Number 013580-00005

Through May 31, 2006

05/17/06	SAH	Review and revise billing.	0.70 Hrs	
05/25/06	SAH	Analyze docket entries including changes to scheduling orders and committee members.	1.70 Hrs	
05/25/06	SAH	Prepare monthly bill.	0.80 Hrs	
05/31/06	LAH	Review and sign April bill.	0.20 Hrs	
05/31/06	SAH	Revise and finalize monthly bill.	1.00 Hrs	
			\$ 1,856.00	
LONIE A. HASSEL - Principal		0.20 Hrs	565/hr	\$ 113.00
SARAH A. HUCK - Associate		4.20 Hrs	415/hr	\$ 1,743.00
		4.40 Hrs		\$ 1,856.00

DISBURSEMENTS

Through May 31, 2006

Duplication Services		\$ 14.70
Shipping		\$ 130.52
	TOTAL DISBURSEMENTS THIS MATTER	\$ 145.22

Re: QUALIFIED PLANS

File Number 013580-02000

Through May 31, 2006

\$ 650.00

0.00 Hrs \$ 650.00

1701 Pennsylvania Avenue, N.W.

Suite 1200

Washington, D.C. 20006

FEI #52-1219029

DELPHI CORPORATION

TOTAL FEES	\$ 74,582.00
FEES DISCOUNTED UNDER BILLING ARRANGEMENT	\$ - 7,458.20
TOTAL DISBURSEMENTS	\$ 6,827.72
TOTAL DUE THIS STATEMENT	<u>\$ 73,951.52</u>

PREVIOUS BILLS OUTSTANDING

10027562	11/10/05	5,360.31
10028076	12/09/05	10,497.06
10028570	01/11/06	2,866.95
10029062	02/13/06	6,775.74
10029490	03/13/06	11,315.16
10029913	04/25/06	75,769.80
10030673	05/24/06	45,296.10
TOTAL A/R		\$ 157,881.12

TOTAL DUE \$ 231,832.64

GROOM LAW GROUP, CHARTERED  
1701 Pennsylvania Avenue N.W.  
Washington, DC 20006  
Telephone: (202) 857-0620  
Facsimile: (202) 659-4503  
Special Employee Benefits Counsel for Debtors

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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:  
In re: :  
: :  
: Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: :  
: Jointly Administered  
: :  
----- x

**SUMMARY OF PROFESSIONAL SERVICES RENDERED AND  
DISBURSEMENTS INCURRED BY GROOM LAW GROUP, CHARTERED,  
SPECIAL EMPLOYEE BENEFITS COUNSEL FOR THE DEBTORS, FOR THE  
PERIOD FROM MAY 1, 2006 THROUGH MAY 31, 2006**

By Order dated November 4, 2005, the Bankruptcy Court authorized the employment and retention of Groom Law Group, Chartered ("Groom") as special employee benefits counsel to Debtors in the above-captioned action. Pursuant to that Order and in accordance with the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members in the above-captioned action, Groom hereby provides certain summary information regarding the professional services provided to Debtors by Groom for the period May 1, 2006 through and including May 31, 2006 (the "Compensation Period"). Additional detailed information regarding the professional services rendered and disbursements incurred is contained in the attached fee statements for the Compensation Period.

**BRIEF DESCRIPTION OF PROFESSIONAL SERVICES RENDERED**

The following is a summary of the professional services rendered by Groom during the Compensation Period. This summary is organized in accordance with Groom's internal system of project or work codes.

- **0004 – Debtor Representation:** During the Compensation Period, Groom provided Debtors with analysis and advice regarding plan contribution and funding, the 1113/1114 motion, filing required notices, and meeting with IRS, among other issues.
- **0005 – Bankruptcy Administration:** During the Compensation Period, Groom professionals ensured compliance with the Bankruptcy Court's rules, orders and procedures, as well as applicable sections of the Bankruptcy Code and applicable Bankruptcy Rules, in conjunction with its retention as special employee benefits counsel to Debtors.

**SERVICES RENDERED BY GROOM LAW GROUP, CHARTERED  
COMMENCING MAY 1, 2006 THROUGH MAY 31, 2006**

NAME	YEAR OF ADMISSION	RATE	HOURS	AMOUNT
<b>PARTNERS</b>				
Gary M. Ford	1977	\$735	.50	367.50
Lonie A. Hassel	1980	\$565	111.80	63,280.00
Thomas S. Gigot	1984	\$565	12.50	7,062.50
Andree St. Martin	1983	\$565	.60	339.00
		<b>TOTAL PARTNERS</b>	<b>125.40</b>	<b>\$71,049.00</b>
<b>ASSOCIATES</b>				
Paul E. Jacobson	1999	\$495	2.00	990.00
Sarah A. Huck	2000	\$415	4.20	1,743.00
Christina E. Crockett	2004	\$285	2.40	684.00
		<b>TOTAL ASSOCIATES</b>	<b>8.60</b>	<b>\$3,417.00</b>
<b>PARAPROFESSIONALS</b>				
Danielle E. Collins	N/A	\$145	.80	116.00
		<b>TOTAL PARA- PROFESSIONALS</b>	<b>0.80</b>	<b>\$116.00</b>
		<b>TOTAL</b>	<b>134.80</b>	<b>\$74,582.00</b>
<b>TOTAL FEES AFTER 10% DISCOUNT</b>				<b>\$67,123.80</b>
<b>80% OF FEES AFTER DISCOUNT</b>				<b>\$53,699.04</b>

ACTUAL AND NECESSARY DISBURSEMENTS INCURRED BY  
GROOM LAW GROUP, CHARTERED  
COMMENCING MAY 1, 2006 THROUGH MAY 31, 2006

Disbursements	Amount
MEALS & ENTERTAINMENT	12.40
DUPLICATION	133.80
SHIPPING	189.39
RESEARCH SERVICES	74.37
POSTAGE	.63
CAB	20.00
TELEPHONE (SPRINT TELECOM)	36.45
TRAVEL	4,995.33
MISCELLANEOUS	715.35
QUALIFIED PLANS	650.00
<b>TOTAL</b>	<b>\$6,827.72</b>

SUMMARY OF SERVICES BY MATTER CODE  
FOR SERVICES RENDERED COMMENCING MAY 1, 2006 THROUGH MAY 31, 2006

MATTER CODE	DESCRIPTION	HOURS	AMOUNT	AMOUNT LESS 10% DISCOUNT
00004	Debtor Representation	130.60	72,726.00	65,453.40
00005	Bankruptcy Administration	4.40	1,856.00	1,670.40
<b>TOTAL</b>		<b>135.00</b>	<b>\$74,582.00</b>	<b>\$67,123.80</b>